1.0 PURPOSE

This policy is to establish guidelines and procedures regulating the reimbursement of out-of-town travel by the Board of Directors and employees of the San Diego Convention Center Corporation (Corporation). The objectives of these guidelines are:

- To set acceptable principles, practices, and guidelines as to what expenditures are considered appropriate and therefore reimbursable.

- To ensure that the Corporation’s travel expenses are cost effective and appropriate for the Corporation’s business.

- To establish guidelines for the timeliness of the reporting, processing and reimbursement of travel expenses.

2.0 DEFINITIONS

2.1 Out-of-Town Travel - any travel of more than 100 miles one-way and requires the traveler to be away from her/his residence or the Corporation’s facilities overnight. If the travel meets these criteria, the travel is considered “Out-of-Town” regardless of the transportation utilized (i.e. airline, train, Corporation vehicle, or private automobile). Expenses related to any other travel not meeting these criteria are considered as “In-Town Expenses” and reimbursement is governed by guidelines established in Corporate Policy 102.

2.2 Approver/Reviewer - The following designates Approving/Reviewing Officials for Corporation travel and travel-related expenses:

<table>
<thead>
<tr>
<th>Requestor/Submitter</th>
<th>Approver</th>
<th>Reviewer</th>
</tr>
</thead>
<tbody>
<tr>
<td>Corporate employee (other than President &amp; CEO)</td>
<td>President &amp; CEO Or his/her designee</td>
<td>CFO for policy compliance</td>
</tr>
</tbody>
</table>
President & CEO | Any elected Board Officer | CFO for policy compliance
---|---|---
Board of Directors | Any elected Board Officer | CFO for policy compliance

2.3 Self Approval - No individual shall approve her/his own expenses. Self-approval extends to placing charges on a subordinate’s purchase card and subsequently approving the subordinate’s expenses.

3.0 POLICY

3.1 The San Diego Convention Center Corporation has established these guidelines for expense reimbursement for all Board of Directors and employees. The Board Chair and the President & CEO may approve justifiable exceptions to these guidelines.

The Corporation will pay directly or reimburse all normal, reasonable, approved and documented travel expenses incurred by Corporation employees and members of the Board of Directors traveling on Corporation business. Such expenses may include but is not limited to, travel to meet with past or current clients, solicit new clients for potential future business, participate in business related conferences, tradeshows, sales arenas, training classes, investigative research of potential or confirmed future events, inspection and meetings with counterparts of comparable venues, and other business related activities from which the Corporation will derive a benefit.

Expenses must be adequately documented and approved as set forth in this policy. Estimated travel expenses shall be budgeted each year and approved by the Board of Directors. Any unbudgeted travel shall be subject to available funds and authorized by the Approving Officer. Expenses governed by this policy shall not be reimbursed from petty cash funds.

Travel should be purchased using Corporate issued Procurement card for all staff. Board members shall user their personal credit card or go through Corporate Board Administrative Manager for travel coordination. Personal credit card purchases should only occur in the event the Corporate Procurement card is not accepted. Unreimbursed expenses should not be made on the corporate card with two exceptions:

   a. Airfare and other transportation expenses incurred by staff for a traveling companion will be the responsibility of the staff to be reimbursed to Corporation within 10 days of purchase;
b. Where a companion is sharing a room and meal provided by staff member, any nominal charge or overage related to the additional occupant will be the responsibility of the staff member.

Further limitations and procedures pertaining to out-of-town travel are detailed in the Corporation’s Personnel Policies as appropriate.

3.2 Cost Control - Care should be taken to obtain the lowest reasonable cost for transportation, accommodations and registration. The responsibility for this rests with the traveler and the Department Head.

3.3 The Corporation will not reimburse for any expense amounts not actually incurred. For example, the Corporation will not reimburse an amount in lieu of hotel costs when an individual stays with friends or relatives, nor will the Corporation reimburse meal costs if in fact the actual costs were paid by another party.

4.0 Reimbursable and Non-Reimbursable Expenses

The following is an example of reimbursable and non-reimbursable expenses (not all inclusive). Board Members and employees should refer to the remaining detailed sections of this policy to understand the limitations in each area.

4.1 Reimbursable Expenses

The following out-of-town travel expenses, when reasonable and properly substantiated, are reimbursable through timely expense reporting:

- Business transportation costs, including air, rail, taxi fares, ride share, ferries, shuttles, subways, etc., when necessary for business transfers
- Hotel or other lodging costs with itemized bill
- Gratuities at a percentage that is customary for the location
- Rental car costs when a rental car is necessary.
- Parking charges and automobile tolls
- Business services costs (i.e: fax, scanning, printing, phone, fax, Fed-Ex transmission, internet connectivity, etc.) for business purpose with consideration for the use of the most cost effective means to meet the need (i.e.
use of telephone calling card or use of a business center within the hotel for faxes, etc.)

• Overnight shipping/delivery services for necessary business purposes while traveling

• Conference, convention, seminar, and training registration as well as related supplies or books

• Reasonable costs incurred for the research of potential or confirmed future events or venue surveys

• Personal meals for the traveler up to $100 per day or otherwise justified and approved by Approving Officer.

• Meals and/or entertainment of business associates, in connection with a specific business purpose

4.2 Non-reimbursable Expenses

The following are examples of travel expenses not reimbursed by the Corporation:

• Alcohol and liquor served at meals, unless consumed by business associates per employee handbook guidelines

• Movies, video games, and airplane head-set rental

• Laundry and dry cleaning for travel unless business travel is greater than 5 consecutive days

• Use of health clubs or exercise facilities

• Toiletries

• Newspapers and magazines

• Child care and pet kenneling expenses

• Apparel purchases (business or casual)
- Expenses related to stolen personal articles or money while traveling
- Traffic and parking tickets and other fines and penalties
- Charges for failure to cancel guaranteed advance lodging reservations, unless such failure is beyond the traveler’s control
- Personal travel companions; spouse, partner, friends or pets
- Gasoline, car washes, oil changes and other maintenance or repair services for personal automobiles used on business trips (as the Corporation reimburses the traveler based on a “per mile” amount)
- Thefts of, or damage to, personal property of an automobile or from an automobile, hotel room, luggage, brief case, purse, etc. while on business travel, however amounts not reimbursed by insurance may be considered for reimbursement
- Meals or entertainment for persons that have no direct business purpose
- Unreasonably costly expenditures (i.e., meals at inappropriately expensive restaurants)
- Personal entertainment
- Personal credit card fees and interest expense
- Membership dues in frequent travel award programs, (i.e. American Express Membership Rewards Program)

5.0 Travel Expenses

5.1 Air Travel

5.1.1 Advance Purchase

In general, to secure the lowest cost savings and allow for last-minute changes, when possible and practical, Board Members and employees are encouraged to take advantage of the minimum fourteen (14) and twenty-one (21) day window to purchase tickets in advance with the Corporate issued purchase card.
5.1.2 **Airline Class of Service**

Board Members and employees are encouraged to fly Economy, Coach Class or Main Cabin for trips three (3) hours or less per leg. See Air Travel Upgrade section of this policy for trips over three (3) hours long.

5.1.3 **Lowest/Discounted Fares**

Board Members and employees should make best efforts to select airfare of the lowest fare (“non-refundable”) available and reduce travel time when possible; however, Board Members and C-Level employees may book refundable class tickets when necessary to facilitate travel.

5.1.4 **Air Travel Upgrade**

Board Members and employees who are members of frequent flyer programs and eligible for no cost class upgrades may upgrade flights if the Corporation incurs no additional cost. Otherwise, upgrade between Coach, Main Cabin, Business, or First Class must be at the traveler’s personal expense. Exceptions to this requirement are:

- For air travel within the United States – If trips are over three (3) hours long, Board Members and C-Level employees may upgrade to the main cabin for more legroom.

- For international travel – Board Members and C-Level staff may book business class flights. All other employees may upgrade from Coach Class to next level for more legroom, but the upgrade cost shall not exceed one hundred ($100) dollars.

5.1.5 **Air Travel Cancellation**

If travel plans change, Board Members and employees are responsible for cancelling their own flights. Board Members and employees may be held responsible for any penalty fees assessed when an unused reservation is not cancelled.

5.1.6 **Transfers Transportation**

Out-of-town travel may entail the use of rideshare, rail, taxis, shuttles, livery service, ferries, subways, buses or other public transportation to go to and from the airport or for movement around a metropolitan area. Cities differ in the types of cost-effective transportation that they offer for transfers to and from airports or around the city.
Individuals should choose the least expensive and effective type of transportation, where practical. Other reasonable transfer costs will be reimbursed.

5.1.7 **Airline Air Phone Usage**

With the exception of emergencies, usage of air phone service is reimbursable only for Corporation business purposes by Board Members and C-Level Staff.

5.1.8 **Frequent Flyer Award Programs**

The Corporation does not reimburse individuals for the value of frequent flyer miles or points redeemed to acquire airline tickets or hotel rooms for out-of-town travel on Corporation business.

Individuals may use frequent flyer miles or points earned through business travel for personal purposes (e.g., personal or family travel). There is no objection to Board Members and employees using frequent flyer miles or points to upgrade from a reimbursable class of service to a higher class of service. However, where there is a monetary cost in upgrading, e.g., a charge to upgrade or a higher fare is required, such costs are a personal expense except as otherwise authorized in Section 5.1.4.

Membership dues in frequent flyer and similar award programs (e.g., American Express Membership Rewards Program or Diners Club Rewards) are a non-reimbursable personal expense.

6.0 **Automobile Travel and Rental Cars**

6.1 **Personal Car Use**

Individuals may opt to drive to an out-of-town location instead of fly, if economically feasible and pre-approved by the appropriate approving official. Individuals may use their personal car if the use is less than renting a car. When it is necessary for individuals to travel by personal automobile to out-of-town locations, two or more persons should travel in the same automobile whenever practical to reduce expenses and must carry adequate auto insurance coverage. The Corporation will reimburse actual mileage driven at the Corporation established mileage rate and parking and toll charges at actual cost. If staff member elects to use an alternate method of transportation to travel other than flying (i.e. automobile), staff member travel reimbursement cannot exceed the cost they would have incurred had they elected to travel by flying.
If personal car is used for Corporation business, Board Member or employee must provide:

- The purpose of the trip
- Dates and locations
- Reasons for using personal car
- The total distance travelled
- Parking and toll receipts, if applicable
6.2 Rental Cars

Use of automobile rentals while on out-of-town business travel should be limited to those circumstances where the need for an automobile for business purposes is expected to be extensive or the use of taxi services or public transportation would not be economical or practicable.

Use of a rental car must be pre-approved on the Travel Request. In the event a car rental is required, the Corporation will only reimburse for the economical vehicle, unless the number of persons traveling requires a larger car. If the conference or seminar is located in the same hotel the individual is staying in, the cost of the rental car will not be reimbursed unless a vehicle is needed to make a significant amount of business related travel at the travel destination.

Detailed car rental receipts and copies of the credit card receipt are required for reimbursement of the cost by the Corporation to the Board Member or employee. The example of detailed receipts should include: make of the car, price per day or week, taxes, and other charges as assigned. Copies of credit card billing receipts not listing itemized details are insufficient for reimbursement.

6.2.1 Insurance Coverage for Rental Cars

The Corporation maintains liability, collision, and comprehensive coverage for vehicles rented in the United States, territories and possessions of the U.S., Puerto Rico and Canada by Board Members and employees while on Corporation business. Additionally, the Corporation maintains coverage in the event of accidental death or dismemberment while Board Members and employees are traveling worldwide on Corporation business. Therefore, while traveling in the U.S., Board Members and employees should generally decline optional liability, property damage and other coverage and waivers offered by the various car rental companies. Prior to the rental of any vehicle for Corporation business, refer to the current Personnel Policies additional details pertaining to insurance coverage for rental vehicles.

Prior to the rental of any vehicles in a foreign country, it is the traveler’s responsibility to review the applicable insurance requirements with the Corporation.
6.2.2 **Personal Use of Rental Cars**

Should individuals elect to rent a car even though it is not necessary for use in traveling to and from seminar sites and local restaurants (within a reasonable distance), it is considered a personal expense. All costs of cars rented for personal use (entertainment, shopping, and visitation of a friend) are a personal expense. If a car is rented for combined business and personal use, the total cost of the rental should be allocated between reimbursable business and non-reimbursable personal expense.

7.0 **Lodging and Associated Expenses**

7.1 **Lodging**

For attendance at conventions, conferences, seminars, tradeshows, and other organized out-of-town activities, lodging at the organization’s designated headquarters hotel at their negotiated group rate for a standard accommodation (as opposed to a deluxe upgraded room or suite) is reimbursable.

For other business travels, it is the responsibility of the traveler to obtain the lowest possible lodging cost for an appropriate and reasonable accommodations in a conveniently located business hotel.

If a hotel reservation must be cancelled, it is the responsibility of the traveler to advise the hotel prior to arranged date of arrival to avoid “no show” charges.

7.2 **Additional Hotel Charges**

Lodging includes only the cost of a single occupancy room and related costs such as room taxes. Meal costs included on the hotel bill should be classified as "Meals." Other business expenses, e.g., business services, included on the hotel bill should be accurately classified on the out-of-town expense report. Personal expenses included on the hotel bill, e.g., in-room movies, videos or health facility fees, should be identified as personal expenses and should not be submitted for reimbursement.

8.0 **Meals**

Board Members and employees are reimbursed for reasonable, actual meal costs per itemized receipt that are appropriate for the different circumstances while traveling. As a general rule $100 per day is guideline for meal consumption.
9.0 Foreign Country Travel

9.1 Currency Conversion

Reimbursement for travel to a foreign country shall be calculated at the average posted exchange rate during the trip unless the currency exchange receipt is attached as will be converted automatically for charged items on procurement card statements. The Corporation will not accept out-of-town expense reports, or the return of travel advances, calculated in foreign currency. Refunds to the Corporation on travel advances paid to Board Members and employees will be made in U.S. currency only.

9.2 Value Added Tax

All reimbursement for any Value Added Tax (VAT) charged for the hotel accommodations and for any other Corporation-paid or reimbursed expense must be returned to the Corporation.

10.0 Use of “P-Cards” for Travel

10.1 Unless rejected at the point of sale, individual traveling on Corporation business must use the Corporation purchase card. This card is to be used to book air travel, lodging, meals (when possible), ground transportation, and other acceptable travel expenses.

11.0 Forms and Documentation

11.1 All Out-of-Town Travel must be requested on the Corporation’s current Travel Request & Expense Form. Unbudgeted travel requests are subject to availability of funds and must be submitted to and pre-approved by the applicable Department head and designated Approving Official prior to making any travel arrangements.

11.2 Expense Reporting - All SDCCC business expenses incurred by employees and Board Members must be claimed on a Travel Request & Expense Report. This form should be completed and forwarded to Accounts Payable via the designated Approving Official no later than 10 calendar days after completion of the travel.

11.3 Receipts - Original itemized receipts must be submitted for all expenditures. Airline passenger coupons must be submitted for air travel whether paid for by the employee or directly by the Corporation.
11.3.1 Missing Receipts - If receipts valued below $15 are lost or otherwise not available but purchased on the corporate procurement card, the employee must indicate the name of business establishment with expense justification on the travel reimbursement request, otherwise the employee should contact the airline, hotel, car rental company, etc., and request a duplicate copy.

11.4 Board Member and Employee Signature - The Board Member or employee must sign the Travel Request & Expense Report and submit to supervisor for approval. By doing so, the person certifies that the information set forth therein is complete and accurate, all relevant Corporation policies and procedures have been followed, and unused travel advances may be deducted from the travel’s salary if not repaid promptly.

11.5 Board Members shall provide brief reports on meetings attended at the expense of the Corporation at the next regular Board meeting.

11.6 In accordance with IRS regulations, delayed submission of travel expense claims for reimbursement could result in such reimbursements becoming taxable income to the traveler.

11.7 Further details, limitations and requirements relating to the reimbursement of travel expenses may be addressed in the Corporation’s Personnel Policies.
12.0 Policy Exceptions and Interpretation

This policy is not intended to preclude the exercise of management judgment when circumstances are such that strict adherence to the policy may not produce a result which is as economical or in the best interests of Corporation as some other method. Such alternatives must be supported with appropriate written justification and cost comparisons and must be approved by the designated Approving Official.

Approved by Board of Directors on May 6, 1986
Amended by Board of Directors on May 8, 1991
Amended by Board of Directors on June 3, 1992
Amended by Board of Directors on September 7, 1994
Amended by Board of Directors on November 20, 1996
Amended by Board of Directors on January 16, 2001
Amended and renumbered by Board of Directors on October 22, 2004
Amended by Board of Directors on April 24, 2008
Amended by Board of Directors on September 25, 2012
Amended by Board of Directors on March 26, 2019
1.0 PURPOSE

This policy is to establish guidelines and procedures regulating the reimbursement of In-Town Expenses by the Board of Directors and employees of the San Diego Convention Center Corporation (Corporation). The objectives of these guidelines are multifold:

- To set acceptable principles, practices, and guidelines as to what expenditures are considered appropriate and therefore reimbursable
- To ensure that the Corporation's in-town expenses are cost effective and appropriate to ensure the Corporation’s business
- To establish guidelines for the timeliness of the reporting, processing, and reimbursement of appropriate business expenses.

2.0 DEFINITIONS

2.1 In-Town Travel - any travel of less than 100 miles one-way from the Corporate offices where the traveler is not away from her/his residence or the Corporation’s facilities overnight.

2.1 Approver/Reviewer - The following identifies Approving/Reviewing Officials for the review and approval of Corporation In-Town expenses:

<table>
<thead>
<tr>
<th>Requestor/Submitter</th>
<th>Approving Official</th>
</tr>
</thead>
<tbody>
<tr>
<td>Corporation employees</td>
<td>President &amp; CEO, COO or CFO</td>
</tr>
<tr>
<td>(Other than the President &amp; CEO)</td>
<td></td>
</tr>
<tr>
<td>President &amp; CEO and</td>
<td>Chairman, Vice Chairman or Secretary-Treasurer of the Board</td>
</tr>
<tr>
<td>*Board of Directors</td>
<td></td>
</tr>
</tbody>
</table>
2.3 Self Approval - No individual shall approve her/his own expenses. Self-approval extends to placing charges on a subordinate’s purchase card and subsequently approving the subordinate’s expenses.

2.2 Board Meetings - meetings and other scheduled events convened specifically for attendance by the Board of Directors, its support staff, and committees comprised of Board members and other key personnel.

2.3 Catered Events - functions hosted at a Corporation-managed facility where food and/or beverage is served for the purpose of marketing the Corporation, either as a separate entity or in conjunction with the

2.4 Civic/Professional Group Meetings – meetings, usually including a meal and refreshments, convened by local, regional, national, or international organizations for training and exchange of information.

2.5 In-Town Expense - a business-related expense not governed by Corporate Policy No. 2, "Travel."

2.6 Marketing Functions - meals, entertainment or recreational functions attended or convened away from a Corporation-managed facility for the purpose of marketing the Corporation and its facilities or services.

2.7 Other Business Meals and Meetings - meals and meetings, not related to marketing the Corporation or its facilities, at which Corporation Board members or employees discuss with non-Corporation employees information, policies, procedures, or plans necessary to the financial, operational or administrative goals of the Corporation.

2.8 Staff Meetings - meetings to exchange information, disseminate policies and procedures, provide training, and recognize and reward employees. Staff meetings may include the entire Corporation or an organizational group or sub-group within the Corporation.

2.9 Retreats – off-site meetings of staff members for the purpose of strategic planning, goal setting, operational reviews, team building, and other such business purposes. Retreat expenses may include meals, refreshments, team building activities, transportation, lodging, external facilitator, and other reasonable and appropriate expenditures.

3.0 POLICY
3.1 Corporation will pay directly or reimburse all normal, reasonable and documented In-Town Expenses incurred by Corporation employees and Board members conducting Corporation business or attending functions from which the Corporation will derive a benefit through the attendance of the representative. These functions and expenses include but are not limited to Staff Meetings, Board Meetings, Catered Events, Marketing Functions, training classes, conferences, Retreats, Civic/Professional Group Meetings, and Other Business Meals and Meetings. Expenses must be adequately documented and approved as set forth in this policy. Any unbudgeted In-Town Expenses shall be subject to available funds and authorized by the Approving Official. Expenses governed by this policy shall not be reimbursed from petty cash funds.

3.2 Location - All Staff Meetings, Board Meetings, and Catered Events will be held on-site at a Corporation-managed facility unless there is a compelling reason to use an off-site location. Justification for off-site is subject to review by the designated Approving Official.

3.3 Further limitations and procedures pertaining to in-town expenses are detailed in the Corporation’s Personnel Policies as appropriate.

4.0 Reimbursable and Non-Reimbursable Expenses

The following is an example of reimbursable and non-reimbursable expenses. Board Members and employees should refer to the remaining detailed sections of this policy to understand the limitations in each area.
4.1 **Reimbursable Expenses**

The following expenses, when reasonable and substantiated, are reimbursable through timely expense reporting:

- Seminar, conference, community, or professional meetings registration, meal and related books/supplies expenses

- Meals and/or entertainment of business associates, in connection with a specific business purpose

- Hospitality or token gifts of appreciation to clients, strategic business partners or stakeholders

- Meals, refreshments, and team-building activities for employees in connection with a specific group-related business activities pre-authorized by the Approving Official

- Expenses in connection with Board Meetings, Catered Events, Civic/Professional Group Meetings, Marketing Functions, Staff Meetings, Retreats, and Other Business Meals and Meetings as authorized and approved by the Approving Official. All catered meals hosted at a Corporation-managed facility, regardless of cost, or any function exceeding $250 requires an approved Official Function Request Form submitted with receipt of purchase.

- Group functions for clients, strategic business partners or stakeholders in order to promote and position the Corporation and its facilities and services

- Mileage, parking charges, and tolls when using an automobile for Corporation business. Mileage is not reimbursable for staff who receive an auto allowance unless travel exceeds 200 miles round-trip.

- Participation costs to experience and evaluate client events at Corporation-managed facilities or competing venue events
4.2 Non-Reimbursable Expenses

The following are examples of expenses not reimbursed by the Corporation (not all inclusive):

- Alcohol and liquor served at meals per employee handbook guidelines, unless consumed by business associates
- Personal items and services (baby-sitting, haircuts, kennel fees, etc.)
- Parking tickets and traffic fines
- Meals or entertainment with persons that have no direct business purpose
- Meals, refreshments, or entertainment among employees unless pre-authorized by the Approving Official
- Unreasonably costly expenditures (e.g., meals at inappropriately expensive restaurants – see section 5.1 for guidelines with respect to meal expenses)
- Personal entertainment
- Political contributions
- Expenses incurred for the purpose of supporting or opposing, or raising money to support or oppose any candidate, ballot measure, or political party

5.0 Meals and Associated Expenses

5.1 Meals

Employees are reimbursed for reasonable, actual meal costs per itemized receipt that are appropriate for the different circumstances.
5.2 **Meals and Entertainment with Business Associates**

The Corporation encourages activities with business associates who may assist in business development or enhancement by the Corporation. The business associates entertained and the form of entertainment should be directly related to Corporation business.

The following examples describe situations which may warrant reimbursement, when appropriately approved by the Approving Official:

- Meals with appropriate business associates that have a direct business purpose, when accompanied by an itemized list of business associate’s name, affiliation, and explanation of business purpose on the Official Function Request Form

- Entertainment of appropriate business associates, when accompanied by an itemized list of business associate’s name, affiliation, and explanation of business purpose

The following are examples of meal and entertainment related expense not reimbursed by the Corporation:

- The cost of non-business-related meals during the normal workday (except during local seminars)

- Meals or entertainment with persons that have no direct business purpose

- Recurring entertainment of persons that has become reciprocal with insignificant business purpose

- Meals, refreshments, or entertainment among Corporation staff only, unless pre-authorized by the Approving Official

- Entertainment that is primarily social or relationship building, e.g., drinks after work

Board Members and employees must submit adequate substantiation for the expenses claimed.

6.0 **Other Business Expenses**

6.1 **Gratuities**
Gratuities paid while on Corporation business are reimbursed based on actual amounts expended per the itemized receipt. Gratuities are normally identified separately when paid to the service provider. Reasonable gratuities by category are:

- Meals: Not greater than 20%
- Other services: $1 or 15%, whichever is greater

6.2 Promotional Expenses

When authorized by the Approving Official, Board Members and employees are entitled to receive reimbursement for necessary expenses incurred for the promotion of the Corporation or its facilities and services.

7.0 Forms and Documentation

7.1 Official Function Commitment Request - All Catered Events hosted at a Corporate managed facility, regardless of cost or any function exceeding $250 must be submitted on a Corporation Official Function Commitment Request and submitted to the designated Approving Official. The Official Function Commitment Request must reference the applicable expense program in the annual budget.

7.2 Expense Report - Reimbursement for all Corporation business expenses, including those for In-Town expenses, must be claimed on a Corporation Expense Report. Expense Reports for In-Town Expenses should be completed and forwarded to the Finance Department via the designated Approving Official by the tenth day of the month following the month in which the expenses were incurred.

7.3 Receipts - Original itemized receipts must be submitted for all expenditures specifically required or exempted elsewhere in this policy.

7.4 Missing Receipts - If receipts valued below $15 are lost or otherwise not available but purchased on the corporate procurement card, the employee must indicate the name of business establishment with expense justification on the travel reimbursement request, otherwise the employee should contact the airline, hotel, car rental company, etc., and request a duplicate copy.

7.5 Board Member and Employee Signature - The Board Member or employee must sign the Official Function Commitment Request and Expense Report. By doing so, the
person certifies that the information set forth therein is complete and accurate, and all relevant Corporation policies and procedures have been followed.

7.6 Board Members shall provide brief reports on meetings attended at the expense of the Corporation at the next regular Board meeting.

7.7 Cost Control - Care should be taken to incur only those costs that are reasonably likely to generate business, present a positive image of Corporation or the City of San Diego, encourage and promote economic growth and enhancement in the San Diego area or improve employee effectiveness. The responsibility for reasonable cost control rests with the designated Approving Official.

7.8 In accordance with IRS regulations, delayed submission of in-town expense claims for reimbursement could result in such reimbursement becoming taxable income to the Board Member or employee.

7.9 Further details, limitations and requirements relating to the reimbursement of in-town expenses may be addressed in the Corporation’s Personnel Policies.

8.0 Advance of Funds and Procurement Card Issuance

Generally, funds will not be advanced to Board Members or employees to cover the cost of In-Town Expenses. Corporate procurement cards issued and maintained by Finance Department for all management level employees or travelers for use of business expenses incurred during travel.

9.0 Policy Exceptions and Interpretation

This policy is not intended to preclude the exercise of management judgment when circumstances are such that strict adherence to the policy may not produce a result which is as economical or in the best interests of the Corporation as some other method. Such alternatives must be supported with appropriate written justification and cost comparisons and must be approved by the designated Approving Official.
Amended by Board of Directors on January 16, 2001
Amended and renumbered by Board of Directors on October 22, 2004
Amended by Board of Directors on April 24, 2008
Amended by Board of Directors on March 26, 2019
The purpose of this policy is to provide direction regarding automobile allowances for key SDCCC staff.

A car allowance representing a portion of the total cost of a vehicle will be provided to key SDCCC staff as determined by the President & CEO.

It has been determined that cost savings can be developed by use of a car allowance rather than providing company-owned and maintained vehicles. Key staff members will be required to provide, at their cost, a full-sized, mid-priced vehicle to be used by them for San Diego Convention Center Corporation business. In return an automobile "allowance" of $350.00 per month or the then current rate as approved by the President & CEO will be paid. The employees receiving the allowance are to provide a vehicle, all maintenance, insurance, and gas/oil at their expense. Gasoline for approved business trips outside of San Diego County will be reimbursed based on the current Internal Revenue Service guideline for mileage expense (business standard mileage rate).

The President & CEO has the prerogative to approve the type and style of vehicle to assure that a proper balance of image and utility is achieved.

The Car Allowance is designed to pay for approximately one-half the cost of owning and maintaining a vehicle. This split represents the mix of business and personal use. Each recipient must acknowledge, in writing, that they will continually provide adequate insurance coverage protecting themselves and the Corporation for business use. No monthly payments will be made until a copy of proper insurance documents are received.

Approved by Board of Directors on March 1, 1988
Amended by Board of Directors on December 18, 1996
Amended and renumbered by Board of Directors on October 22, 2004
In order to attract the best qualified job candidates, the cost of attending an interview by out-of-town applicants and relocation expenses may be necessary. The President & CEO may authorize such reimbursements when appropriate under the guidelines below:

GUIDELINES

I. General

Recruiting and relocation expenses may be approved by the President & CEO subject to spending limitations set forth in Policy 301: Procurement.

II. Interviews

The cost of attending interviews by out-of-town applicants may be reimbursed if, the San Diego Convention Center Corporation has advertised, announced or solicited on a national or regional basis for the job opening. The allowable expenses for reimbursement are economy airfare, local transportation to and from the interview, and meals. When necessary, due to travel arrangements, hotel costs may be reimbursed. Regional applicants may be reimbursed based on their mileage at the current rate paid by SDCCC.

III. Second Interview

If an applicant is invited for a second interview, because they are a finalist for the job opening, the President & CEO may authorize airfare or other transportation expenses for travel and appropriate hotel room costs to attend the interview for the applicant and his/her spouse.
IV. Relocation

Relocation of household goods may be authorized by the President & CEO for key management staff members. The President & CEO is authorized to negotiate as a part of the job offer, a specific amount toward the reasonable cost of relocating household goods by a commercial mover. The relocation costs paid will be repaid to SDCCC or deducted from final pay, if an employee voluntarily resigns before the end of their probation period.

Approved by Board of Directors on July 1, 1987
Amended by Board of Directors on July 5, 1988
Amended by Board of Directors on November 20, 1996
Amended and renumbered by Board of Directors on October 22, 2004
Amended by the Board of Directors on October 25, 2017
I. Purpose

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") is to:

1. Provide independent oversight of the accounting, financial, and internal control processes of San Diego Convention Center Corporation (SDCCC) and the audits of its financial statements;

2. Assist the Board in fulfilling its oversight responsibilities in those areas;

3. Review SDCCC audits, financial reports and other financial information provided by SDCCC staff, internal and outside auditors, and any other professionals retained to review and provide information and advice about the financial affairs of SDCCC;

4. Oversee the implementation of SDCCC’s internal controls and procedures designed to promote compliance with accounting standards and applicable laws and regulations;

5. Conduct or authorize investigations into any matters within its scope of responsibility;

6. When the Committee chooses to utilize the services of an outside auditor selected by the City of San Diego in connection with the Corporation’s outside audit: oversee the work and independence of the outside auditors, and approve all auditing services and permitted non-audit services by the outside auditor, as more particularly defined below; and in connection with such oversight and approval, communicate directly with the outside auditor;

7. When the Committee chooses to retain its own outside auditor: assume direct responsibility for the appointment, compensation, retention and replacement of the outside auditor; oversee the work and the independence of the outside auditor; approve all auditing services and permitted non-audit services provided by the outside auditor, as more particularly defined below; and

8. Carry out the specific responsibilities set forth below in furtherance of the Committee’s responsibilities under this Charter.
II. **Composition of Audit Committee**

The Committee is composed of three (3) members of the Board. Staff members and individuals who personally receive compensation, fees, or other benefits from SDCCC may not serve on the Committee. It is desirable that the members either possess or obtain a basic understanding of governmental and/or non-profit financial reporting and auditing. When practicable, at least one member of the Committee should have past employment in finance or accounting, professional certification in accounting, or any other comparable experience or background.

The members of the Audit Committee shall act in an independent manner, meaning they shall not be an employee or executive officer of, or have any ownership interest in, any company to which SDCCC made any payments during the prior three (3) years or have any other position with another entity that would give rise to a conflict of interest pursuant to SDCCC’s policies. Any question regarding independence should be reviewed by the Board for final resolution.

III. **Committee Authority and Responsibilities**

The Committee shall:

1. **On an annual basis, appoint, retain, terminate, evaluate and oversee SDCCC’s independent outside auditors, including determining the terms of engagement and resolving any disagreements between management and the independent auditors regarding financial reporting.** This authority may not be delegated to the Board of Directors (Board) or staff. The independent auditors shall report directly to the Committee;

2. **Review the independent auditor’s compensation, the terms of its engagement, its independence, and the scope of the audit to be conducted;**

3. **Pre-approve all audit and non-audit services performed by the independent auditor;**

4. **Provide a clear understanding to the independent auditor that the auditor is ultimately accountable to the Board and the Committee;**

5. **Inquire of management and the independent auditors about significant risks or exposures facing SDCCC; assess any steps management has taken or proposes to take to minimize such risks; and periodically review compliance with such steps;**

6. **Bring to the Board’s attention any noteworthy findings or potentially damaging circumstances that have the potential to adversely affect SDCCC’s reputation, and review such findings or circumstances with management;**

Revision to SDCCC Audit Committee charter
7. Annually obtain from the independent auditor a written communication delineating all of its relationships and professional services as required by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees. The Committee shall review with the independent auditor the nature and scope of any disclosed relationships or professional services and take appropriate action to ensure the continuing independence of the independent auditor.

8. Review SDCCC’s external audit reports, internal audit reports, and legal and regulatory compliance. Review under this section means and includes discussion with management and independent auditors of significant issues regarding the following specific matters:

   a. accounting principles, practices and judgments, including certain matters required to be communicated to the Committee in accordance with the AICPA SAS 61, as amended by SAS Nos. 89 and 90;

   b. the adequacy of SDCCC’s internal controls, including computerized information system controls and security;

   c. the effect of any regulatory and accounting initiatives or changes, upon the financial operations, systems or controls of SDCCC;

   d. all critical accounting policies and practices used by SDCCC, and any alternative treatments of financial information within generally accepted accounting principals that have been discussed with SDCCC management, the ramifications of each alternative, and the treatment preferred by SDCCC; and

   e. any significant written communications between the independent auditors and management.

9. Solicit recommendations from the independent auditors for the improvement of SDCCC’s internal control procedures or particular areas where new or more detailed controls or procedures are desirable.

10. Comply with the City’s Ethics Ordinance (San Diego Municipal Code section 27.3501 et seq), and oversee SDCCC’s ethics program and Conflict of Interest Policy. Review any existing and potential conflicts reported on the annual disclosure forms or otherwise disclosed.

11. Review the procedures for the receipt, retention and treatment of complaints and concerns regarding waste, fraud, violations of SDCCC’s Whistleblower Policy (Policy No 719 in the Employee Handbook), and any accounting, internal controls, or auditing matters; and review the disposition of any such complaints actually received;
12. Review, at least annually, SDCCC’s policies and procedures governing the use of SDCCC expense accounts and corporate property. Such review shall take place at least by the middle of each fiscal year, and may take place more often if the Committee determines, in its discretion, that particular circumstances (e.g. audit findings, or a specific complaint) warrant such review;

13. Review the report presented by the Pension Committee on audit procedures performed on SDCCC’s deferred compensation retirement plans;

14. Review, at least annually (or more often as needed) SDCCC’s risk management procedures and policies, ongoing and potential litigation matters and legal exposures, and insurance coverage;

15. Regularly report its activities and findings to the Board;

16. Retain such financial and legal consultants as are reasonably necessary or advisable, in the Committee’s sound discretion, to provide the Committee with financial expertise and to assist the Committee in carrying out its responsibilities; and

17. Review the contract for pension audit services, and consider re-solicitation for that contract, at least every five years.

IV. Committee Meetings

The Committee will meet as often as it deems necessary or advisable, but in no event less than quarterly in each fiscal year, at such times and places as the Committee determines. The Committee Chair shall prepare or approve an agenda in advance of each meeting. Such meetings shall be conducted in accordance with the Ralph M. Brown Act and shall, as appropriate, include closed sessions with management, general counsel and outside consultants to confer on matters within the scope of the Committee’s responsibilities.

The Committee shall place on the meeting agenda separate sessions with management, the independent auditors, and the internal auditors, as often as the Committee deems necessary or advisable, to discuss any matters that the Committee or each of these groups believes should be discussed.

At least annually, the Committee shall receive an orientation to SDCCC’s financial statements, the application of generally accepted accounting principles to those statements, and other financial governance issues.

V. Meetings with Chief Executive Officer and Senior Staff

The Committee may meet and consult with the Corporation’s chief executive officer, other senior Corporation staff, general counsel, or outside counsel, as often as the
Committee determines is necessary to advise the Committee and respond to inquiries from the Committee as to matters within the scope of the Committee’s responsibilities.

VI. Committee Evaluation

The Committee shall conduct an annual performance self-evaluation, to assess the performance of the Committee in relation to the requirements of this charter and such other matters as the Committee may deem appropriate. The performance evaluation should also recommend to the Board any changes to this charter deemed necessary or advisable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate.

VII. Annual Review by Board of Directors

This Audit Committee Charter shall be approved by the Board of Directors, which also shall review and reassess this Charter annually.

Approved by the Board of Directors on October 25, 2009
Amended by the Board of Directors on April 29, 2011
It is the policy of the San Diego Convention Center Corporation, consistent with best practices for corporate governance, to form a standing Audit Committee, subject to the supervision of and appointment by the Board of Directors ("Board"). The Audit Committee shall assist the Board in fulfilling its oversight responsibilities for the integrity of the Corporation's financial statements, retirement plan and internal control procedures in accordance with legal and regulatory requirements.

The Audit Committee shall have and may exercise all authority of the Board in the management of SDCCC’s independent audits and auditors, who shall report directly to the Committee and be accountable to the Board, oversight of internal control processes including other professionals retained to review and provide information and advice about the financial affairs of the Corporation and conduct or authorize investigations into any matters within its scope of responsibility. The Audit Committee shall meet as often as deemed necessary, but in no event less than quarterly in each fiscal year and shall be in accordance with the Ralph M. Brown Act. The Audit Committee shall regularly report its activities to the Board noting any findings or potentially damaging circumstances that have the potential to adversely affect SDCCC’s reputation, and review such findings or circumstances with management. The Audit Committee shall review SDCCC’s risk management procedures and policies, ongoing and potential litigation matters and legal exposures, and insurance coverage.

The Audit Committee shall be comprised of three (3) members of the Board who shall:

(i) have independence from SDCCC and the outside auditors, meaning there is no financial interest in any party with whom SDCCC does business during the prior three (3) years and no conflict of interest as defined by SDCCC’s policies and Conflict of Interest Code;

(ii) have financial sophistication such that they are able to read and understand financial statements; and when practicable, have past employment of financial background, professional certification in accounting or finance, or any other comparable experience;

(iii) at least one (1) audit committee member, preferably the audit committee chair, must have: (a) an understanding of generally accepted accounting principles “GAAP” and financial statements; (b) the ability to assess GAAP in accounting estimates, accruals and reserves; (c) experience in preparing, auditing, analyzing, or evaluating financial statements having the complexity and depth of accounting issues at least comparable to those of SDCCC; (d) an
understanding of internal control and procedures for financial statements; and
(e) an understanding of audit committee functions.

The Audit Committee may meet with the Corporation’s President and CEO, CFO or other
staff, general counsel or outside counsel as deemed necessary to advise and respond to
inquiries related to the scope of the Committee’s responsibilities. At least annually, the
Committee shall receive an orientation to SDCCC’s financial statements and other
governance issues.

The Audit Committee shall be responsible to:

1. On an annual basis, recommend to the Board the retention or termination of the
   independent auditor to prepare the audited financial statements, who shall be an
   independent certified public accountant;

2. Assist the Board in the selection, review of qualifications, supervision of the
   independent auditor’s management independence and review of performance,
   including determining the terms of engagement and resolving any disagreements
   between management and the independent auditors regarding financial reporting.
   This authority may not be delegated to the Board or staff. The independent auditors
   shall report directly to the Committee;

3. Negotiate the independent auditor's compensation on behalf of the Board;

4. Oversee the financial affairs of the Corporation are in order by review and
determination to accept the audit reports, ensure any non-audit engagements conform
with statutory and regulatory standards for auditor independence, and approve the
performance of such services. Review means and includes discussion with
management and independent auditors of significant findings and to assess steps
management has taken to minimize exposure, including periodical review compliance
of such steps regarding specific matters:

   a. Accounting principles, practices and judgments, including required
      communications in accordance with the AICPA SAS 61, as amended by SAS
      Nos. 89 and 90;

   b. The adequacy of SDCCC’s internal controls, including computerized
      information system controls and security;
c. The effect of regulatory and accounting initiatives or changes, upon the financial operations, systems or controls;

d. The critical accounting policies and practices used by SDCCC, and any alternative treatments of financial information within GAAP that have been discussed with SDCCC management, the ramifications of each alternative, and the treatment preferred by SDCCC; and

e. Any significant written communication between independent auditors and management

5. Review SDCCC’s policies and procedures governing the use of expenses and corporate assets by mid-fiscal year, including risk management and potential litigation matters. Solicit recommendations from independent auditors for the improvement of SDCCC’s internal control procedures and particular areas where new or more detailed controls or procedures are desirable. Retain financial and legal consultants as are reasonably necessary or advisable, in the Committee’s sound discretion, to the Committee with financial expertise and to assist in carrying out the Committee’s responsibilities;

6. Review the contract for retirement plan audit services to be re-solicited every five (5) years, including the annual report presented by the Defined Contribution Committee on audit procedures performed on SDCCC’s Money Purchase Pension Plan;

7. Comply with City Ethics Ordinance (San Diego Municipal Code section 27.3501 et seq), and oversee SDCCC’s ethics program and Conflict of Interest Policy. Review any existing and potential conflicts reported on the annual disclosure forms or otherwise disclosed.

8. Review the procedures for the receipt, retention and treatment of complaints and concerns regarding waste, fraud, violations of SDCCC’s Whistleblower Policy (Policy No. 719 in the Employee Handbook), and any accounting, internal controls or auditing matters; and review the disposition of any such complaints actually received.

Approved by the Board of Directors on December 3, 2004
Amended by the Board of Directors September 26, 2018
I. Purpose of the Statement of Investment Policy

San Diego Convention Center Corporation offers to its employees, the San Diego Convention Center Money Purchase Pension Plan (the “Plan”), a defined contribution plan. The Defined Contribution Committee (the “Committee”) has developed a Statement of Investment Policy (the “Policy”) in order to establish guidelines for the selection and monitoring of investment options offered within the Plan. The purpose of this Policy is to document:

- the Plan sponsor’s objectives for the retirement investment program,
- the method used to structure the investment array,
- the criteria for selecting the particular funds within the current array,
- the method by which the committee will monitor fund performance, and
- the fund objective, style and performance benchmarks.

The Policy contained herein is intended to be a guide. If a conflict arises between the Plan Trust Documents and the Policy, the Plan Trust Documents will supersede all matters herein.

II. Plan Objectives

The overall objective of the San Diego Convention Center Money Purchase Pension Plan is to provide eligible employees the opportunity to direct company contributions within a tax-deferred savings plan for their retirement planning needs. The array offered will include funds from distinct asset classes to accommodate a broad range of individual investment goals. The fund array is intended to provide Plan participants with a range of investment options that have incremental and identifiable steps up the risk and return spectrum.

In addition, it is intended that, through the Plan, participants will be able to direct their investments in a manner consistent with ERISA section 404c. The Plan will provide at least fifteen investment alternatives, each with different risk and return characteristics, so that each participant can materially affect the potential return and
risk level of his/her account, as well as attain diversification within and among the investment alternatives.

III. Investment Array Selection Criteria

The Committee will evaluate historical risk and return characteristics and correlation coefficients of the major asset classes in order to provide a comprehensive array that offers funds with distinctly different risk and return characteristics, such as represented by the following list:

**Single Asset Classes**

**Stable Value**

A stable value investment is an instrument in which contractual terms provide for a guaranteed return of principal at a specified rate of interest. A key feature of stable value instruments is their treatment from an accounting standpoint. Provided key criteria are met, stable value instruments can be held at contract value, also known as book value. Book value accounting eliminates the market value fluctuations experienced by other asset classes and contributes to stable, risk-adjusted returns.

**Fixed Income**

Funds in this asset class invest in various types of fixed income securities. They are comprised primarily of bonds (e.g., corporate, government, asset-backed, mortgage-backed) but may also include commercial paper and Government/Agency issues.

**Large-Cap Equity**

Funds in this asset class primarily invest in companies with market capitalizations in excess of $10 billion. Companies selected with large market capitalizations will tend be mature, established firms with experienced management and the potential to provide growth in-line with the general economy.

**Mid-Cap Equity**

Funds in this asset class invest primarily in companies of all sizes but generally focus on companies with market capitalizations of between $2 and $10 billion. Companies selected with mid-sized market capitalizations will tend be established firms with sound management and the potential to provide faster growth than large-cap firms, although with some additional risk.

**Small-Cap Equity**

Funds in this asset class invest primarily in companies with small market capitalizations under $2 billion. Companies selected with smaller market capitalization will tend be established firms with sound management and the potential to provide faster growth than large and mid-cap firms, although with some additional risk.

**International Equity**
International Equity funds primarily invest in countries outside the U.S. The funds will tend to invest in a dozen or more developed markets including Japan, Britain, France and Germany. Some exposure to emerging markets such as China, Brazil, India, Mexico and Thailand is acceptable. International does have additional risk not experienced by domestic investments; including currency fluctuations, and social and political uncertainties.

**Blended Asset Classes – Target Date Funds**

Each of the Target Date Funds is a portfolio of underlying funds chosen to provide portfolio diversification across companies, sectors, and asset classes and additionally is balanced between asset classes according to a selected time frame that is appropriate for a particular employee based on expected retirement age. Each Target Date Fund is structured to periodically rebalance automatically between asset classes and become more conservative over time.

**IV. Fund Selection Criteria**

The Committee will employ certain qualitative and quantitative measures to evaluate potential investment options.

A. **Investment Disciplines.** Portfolio managers should consistently invest assets according to the investment objectives stated in the prospectus and the fund should demonstrate a reasonably consistent investment process.

B. **Performance Measures.** Investment performance should be measured against appropriate index and/or peer benchmarks selected based on investment objective, investment style and market capitalization. Long-term investment performance should be competitive within each appropriate asset class.

C. **Investor Access to Fund Information.** Investment companies need to be structured so as to provide easy access to fund performance and fund characteristics.

D. **Firm Quality and Depth.** Investment companies should have a history of reliability and a sound financial background. The management of the investment advisor should demonstrate quality, stability and apply a business approach that is consistent with a prudent ethic.

E. **Fees.** Fund expenses should be competitive when compared to similar offerings in the fund’s peer group.

**V. Fund Monitoring and Investment Standards**

The funds will be reviewed by the Committee at least twice a year and once a year with the Plan Trustee for their adherence to the following investment standards.
A. **Investment Disciplines.** Each fund will be monitored for adherence to its stated investment disciplines. If it is judged that a fund is subject to significant style drift, then the fund will be put on watchlist.

B. **Fund Management.** Fund management should remain consistent. A change in one or more key fund managers will require the fund be put on watchlist to assure that fund characteristics will not significantly change under the new management.

C. **Performance Benchmarks.** Fund performance will be evaluated based on annualized return. Funds are expected to meet their performance benchmarks as identified in Appendix A. In the event that a fund does not meet its benchmarks over successive quarters, the fund will be placed on watchlist.

Annualized total return must equal or exceed one of the two following benchmarks over the most recent three and five-year periods.

1) A comparable universe of funds.

2) A market index that best matches the long-term investment objective of the particular fund.

**VI. Watchlist Procedures**

A. **Fund Watchlist.** Any fund on the watchlist will be reviewed at each subsequent Committee meeting to evaluate it relative to the stated benchmarks and to determine if further action is warranted. A fund can be taken off the watchlist for one of three reasons:

1) The fund performance improves so that it meets its investment benchmarks.

2) The Committee recognizes extenuating circumstances that address why the fund is not meeting a stated benchmark and is comfortable that the fund is still achieving the objectives for which it was chosen.

3) The Committee replaces the fund.

B. **Fund Replacement.** The Committee has sole discretion to suspend access and to replace a fund. In the event a fund is slated for replacement, the Committee will choose a replacement fund after reviewing investment objectives, investment style, return and risk characteristics. Once a fund has been selected, the Committee will coordinate the communication efforts to assure a smooth transition for plan participants with respect to introducing the new fund and announcing that the replaced fund is no longer eligible for new contributions (frozen).
C. **Fund Removal.** The Committee has sole discretion to remove a previously frozen fund from within the Plan based on the following criteria:

1) After the fund is frozen for greater than 1 year, **and**
2) Aggregate participant assets in the fund are less than $10,000, **and**
3) No more than 3 participants remain invested in the fund.

**VII. Participant Investment Education**

The Committee will oversee education and communication efforts. Prospectuses and other fund information will be available to participants upon request or as required. Participants will receive investment education regarding the fundamentals of investment education such as the tradeoff between risk and return, and diversification as a means to reduce specific risk.

**VIII. Proxy Voting Policy**

The Plan Sponsor will be responsible for voting any and all proxies solicited in connection with the mutual funds that are offered to participants. The Trustee shall provide to the Plan Sponsor, or a designated representative of the Plan, any and all proxy voting materials provided by the mutual fund companies for the funds in the Plan. In the case of the self-directed accounts, the individual participants will be provided the appropriate proxy voting materials.

Approved by the Board of Directors on April 29, 2005
Amended by the Board of Directors on October 25, 2017
PURPOSE

The purpose of this investment Policy is to establish cash management and investment guidelines for surplus funds entrusted to the care of the Treasurer in accordance with applicable sections of the California Government Code.

SCOPE

This Investment Policy applies to all cash and investments of the San Diego Convention Center Corporation, except for those in the Money Purchase Pension Plan.

POLICY

It is the policy of the Corporation to invest surplus funds in a manner which will provide the maximum security of principal consistent with a market rate of return while meeting the cash flow needs of the Corporation.

I. Objectives – The primary objectives, in order of priority, of the Corporation’s investment activities shall be:

   Safety: Safety of principal is the foremost objective of the investment policy. Investment of the Corporation’s cash shall be undertaken in a manner that seeks to ensure the preservation of capital in the overall portfolio. The objective will be to mitigate credit risk and market risk.

   a) Credit Risk: The Corporation will minimize credit risk, the risk of loss due to the failure of the security issuer or backer, by:

       1. Limiting investments to the safest type of securities
       2. Pre-qualifying the financial institutions, broker/dealers, intermediaries, and advisers with which the Corporation will do business
       3. Diversifying the investment portfolio so that potential losses on individual securities will be minimized.
b) Market Risk: The Corporation will minimize the risk that the market value of securities in the portfolio will fall due to changes in general interest rates by:

1. Structuring the investment portfolio so that securities mature to meet cash requirements for ongoing operations, thereby avoiding the need to sell securities on the open market prior to maturity
2. Investing operating funds primarily in shorter-term securities, money market mutual funds, or similar investment pools.

**Liquidity:** The investments shall remain sufficiently liquid to enable the Corporation to meet all operating requirements that may be reasonably anticipated. This is accomplished by structuring the portfolio so that securities mature concurrent with cash needs to meet anticipated demands. Furthermore, since all possible cash demands cannot be anticipated, the portfolio should consist largely of securities with active secondary or resale markets. A portion of the portfolio also may be placed in money market mutual funds or similar investments.

**Return on Investment:** Investments shall be designed with the objective of attaining a reasonable market rate of return, taking into account the investment risk constraints and liquidity needs. Return on investment is of secondary importance compared to the safety and liquidity objectives described above.

II. General Strategy

**Buy and Hold:** The Corporation will generally use the passive investment strategy known as “buy and hold” where securities are purchased with the intent of holding them to maturity rather than actively bought and sold at various times. Interest income and the reinvestment of interest income usually are the only sources of return in the portfolio.

III. Responsibility

Under the direction of the Treasurer, the Senior Vice President & CFO is responsible for investment decisions and activities.

1. The Senior Vice President & CFO shall make investment decisions using the "prudent investor rule." This rule states that investments shall be made with judgment and care; under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs; not for speculation, but for investment; considering the probable safety of capital as well as the probable income to be derived.
2. The Senior Vice President & CFO and the Treasurer, acting in accordance with this Policy and exercising due diligence, shall not be held personally responsible for a specific security's credit risk or market price changes, provided that deviations are reported immediately and that appropriate action is taken to control adverse developments.

3. The Senior Vice President & CFO shall establish a system of written internal controls designed to ensure that the assets are protected from loss, theft and misuse. Accordingly, the Corporation shall establish an annual process of independent review by an external auditor to assure compliance with policies and procedures.

IV. Eligible Investments

The Corporation is provided a broad spectrum of eligible investments under the California Government Code Section 53600 et seq. If a type of investment is added to the California Government Code 53600, it will not be added to the Corporation’s Authorized Investment List until this policy is amended and approved by the Board of Directors. If a type of investment permitted by the Corporation should be removed from California Government Code 53600, it will be deemed concurrently removed from the Corporation’s Authorized Investment List, but existing holdings may be held until they mature.

The Corporation’s Authorized Investment List

<table>
<thead>
<tr>
<th>Investment Type</th>
<th>Maximum Maturity</th>
<th>Maximum % of Portfolio</th>
<th>Minimum Rating NRSRO(1)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local Agency Bonds</td>
<td>5 years</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>U.S. Treasury Obligations (bills, notes, or bonds)</td>
<td>5 years</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>State Obligations – CA and Others</td>
<td>5 years</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>CA Local Agency Obligations</td>
<td>5 years</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>U.S. Agency Obligations</td>
<td>5 years</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Bankers’ Acceptances</td>
<td>180 days</td>
<td>40%</td>
<td>None</td>
</tr>
<tr>
<td>Commercial Paper – Non-Pooled Funds</td>
<td>270 days</td>
<td>25%</td>
<td>Highest letter and number rating</td>
</tr>
<tr>
<td>Negotiable Certificates of Deposit</td>
<td>5 years</td>
<td>30%</td>
<td>None</td>
</tr>
<tr>
<td>Non-Negotiable Certificates of Deposit</td>
<td>5 years</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>CD Placement Service</td>
<td>5 years</td>
<td>30%</td>
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</tr>
<tr>
<td>Repurchase Agreements</td>
<td>1 year</td>
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<td>None</td>
</tr>
<tr>
<td>Reverse Repurchase Agreements</td>
<td>92 days</td>
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</tr>
<tr>
<td>Medium-Term Notes</td>
<td>5 years</td>
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</tr>
<tr>
<td>Investment Type</td>
<td>Maturity</td>
<td>Rating</td>
<td></td>
</tr>
<tr>
<td>--------------------------------------</td>
<td>----------</td>
<td>--------</td>
<td></td>
</tr>
<tr>
<td>Money Market Mutual Funds</td>
<td>None</td>
<td>20%</td>
<td>AAA</td>
</tr>
<tr>
<td>Collateralized Bank Deposits</td>
<td>5 years</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Mortgage Pass-Through Securities</td>
<td>5 years</td>
<td>20%</td>
<td>AA</td>
</tr>
<tr>
<td>Local Agency Investment Fund</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Supranational Obligations</td>
<td>5 years</td>
<td>30%</td>
<td>AA</td>
</tr>
<tr>
<td>Insured Savings &amp; Bank Money Mkt Accts</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>

(1) Nationally Recognized Statistical Rating Organization

V. Maturity Scheduling

To the extent possible, investment maturities shall be scheduled to coincide with projected cash flow needs, taking into account large routine expenditures (e.g., payroll, utilities) as well as considering incoming cash deposits. The maturity of any single investment shall not exceed 60 months.

Due to the inherent difficulties in accurately forecasting cash flow requirements, a portion of the portfolio should be continuously invested in readily available funds to ensure that appropriate liquidity is maintained to meet ongoing obligations.

VI. Qualified Financial Institutions and Broker/Dealers

The Corporation's commercial banks are considered qualified public depository’s as defined by California General Statutes and performs its obligations in compliance with all federal and state laws and regulations, statutes and policies. The Corporation only uses chartered financial institutions who are members of the Federal Reserve System for banking services. Other financial institutions and broker/dealers may be utilized specifically for investment purposes and shall be selected and approved in accordance with the Corporation's Purchasing Policy.

The Corporation shall maintain a listing of financial institutions and broker/dealers which are approved for investment purposes. All approved securities broker/dealers shall be primary dealers designated by the Federal Reserve Bank of New York. At a minimum, the Corporation shall conduct an annual evaluation of each entity's creditworthiness and capitalization analysis to determine whether it should remain on the listing and ensure only securities are purchased from those authorized institutions.

VII. Use of Professional Investment Managers

The Corporation may employ the services of professional investment managers to assist in the management of the Corporation’s investment portfolio. Such Managers may be granted the discretion to purchase and sell investment securities in accordance with this investment policy. Such managers shall have; (1) an established professional reputation for asset or investment management; (2) knowledge and working familiarity

<table>
<thead>
<tr>
<th>Investment Type</th>
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<tr>
<td>Money Market Mutual Funds</td>
<td>None</td>
<td>20%</td>
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<td>Collateralized Bank Deposits</td>
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</tbody>
</table>
with State and Federal laws governing and restricting the investment of public funds; (3) substantial experience providing investment management services to local public agencies whose investment policies and portfolio size are similar to those of the Corporation; and (4) professional liability (errors and omissions) insurance and fidelity bonding in such amounts as are required by the Corporation. Such managers shall be registered under the Investment Advisers Act of 1940.

VIII. Safekeeping and Collateralization

All investment securities purchased by the Corporation shall be held in third-party safekeeping by a custodial financial institution authorized by the Corporation. Securities held will be evidenced by safekeeping receipts. All security transactions shall be conducted on a delivery-versus-payment (DVP) basis. Deposit-type securities (e.g., certificates of deposit) shall be collateralized as required by state law for any amount exceeding the FDIC or FSLIC coverage.

Reporting Requirements

The Senior Vice President & CFO shall prepare a quarterly and annual investment report, including a management summary that provides an analysis of the status of the current investment portfolio. This management summary will be prepared in a manner which will allow the Treasurer and the Board to ascertain whether investment activities during the reporting period have complied with the Corporation’s investment policy.

Approved by Board of Directors on November 1, 1988
Amended by Board of Directors on March 2, 1994
Amended by Board of Directors on November 20, 1996
Renumbering approved by Board of Directors on October 26, 2007
Revised by Board of Directors July 30, 2010
Amended by the Board of Directors December 6, 2017
PURPOSE

Establish policies and procedures for Internal Audit within the San Diego Convention Center Corporation (SDCCC).

POLICY

I. Introduction

Internal Audit shall function as an independent review and appraisal activity within the San Diego Convention Center to provide a protective and constructive service to management and the Board of Directors in discharging their duties and responsibilities to the City, Port District, tenants, and guests.

II. Scope

The objective of Internal Audit shall be to provide management with appraisals, analyses, recommendations, and pertinent comments concerning the activities reviewed. To attain this overall objective, Internal Audit shall have as its scope:

1. Review and appraise the accuracy of elements within SDCCC's financial statements and other financial information.

2. Verify contractors' financial and operational performance based on the terms of applicable contracts.

3. Determine the adequacy of internal controls and operating procedures to ensure that assets are properly safeguarded.

4. Ascertain compliance with SDCCC policies and procedures, laws, and applicable government regulations.

5. Participate in the annual financial audit of the Corporation in conjunction with the outside auditors.
6. Conduct investigations at the request of the President & Chief Executive Officer, Chief Financial Officer, or Board of Directors into potential ethical issues brought forward by employees.

7. Conduct investigations and other special projects as requested by management.

III. Authority

1. The person or entity responsible for Internal Audit has authority to examine all Corporation reports and documentation and to use whatever audit procedures are necessary. Where the need is indicated, special arrangements will be made to examine confidential or sensitive information.

2. The person or entity responsible for Internal Audit shall report to the Chief Financial Officer and shall submit copies of all Internal Audit reports, along with applicable management responses, to the President & Chief Executive Officer. In addition, copies of reports and replies shall be sent to other members of management as appropriate.

3. The President & Chief Executive Officer is responsible for seeing that operating management gives adequate consideration to recommendations in audit report.

4. The person or entity responsible for Internal Audit shall have direct access to the President & Chief Executive Officer and the Board of Directors on matters that he/she believes to be of sufficient magnitude and importance to require the President & Chief Executive Officer or Board of Directors’ attention.

IV. Responsibilities

1. The person or entity responsible for Internal Audit is responsible for developing internal audit plans to ensure adequate coverage for the areas identified in the Scope Section of this policy.

2. Accurate financial information and compliance with Corporation policies are the responsibility of management. It is not the auditor’s function to make financial or operating decisions, to instruct personnel to change their work methods, or otherwise to take corrective action commensurate with audit suggestions.

Approved by Board of Directors on August 7, 1991
Amended by Board of Directors on September 7, 1994
Amended by Board of Directors on November 20, 1996
Amended and Renumbered by Board of Directors on October 26, 2007
Amended by the Board of Directors on September 26, 2018
Subject: MANAGEMENT OF CAPITAL FIXED ASSETS AND LEASEHOLD IMPROVEMENTS
Policy #: 109 (formerly Administrative Policy 14)
Date: October 26, 2007
Page: 1 of 3

Purpose: To establish the San Diego Convention Center Corporation’s (“Corporation”) policies and procedures for acquisition, capitalization, tagging and disposal of fixed assets and leasehold improvements.

Definitions:
- **Capital Fixed Asset.** A capital fixed asset is any furniture, fixture or equipment (“FF&E”), acquired through purchase or capital lease that has:
  
  (a) a value, including taxes, freight, and installation greater than $5,000
  
  (b) Has a useful life longer than one year;
  
  (c) Is a major improvement or component replacement that extends the asset life, or significantly increases its value; or
  
  (d) Provides the capability of producing a different product or service.

- **Capital Leasehold Improvement.** A capital leasehold improvement (LHI) is any construction and completion of permanent improvements and such initial furnishings and equipment that will establish the improvement as an ongoing concern, acquired through purchase or capital lease, with a combined value, including taxes, freight, and installation, greater than $5,000.

- **Expendable Item.** An expendable item is an item of furniture, fixture, or equipment with a value of $5,000 or less.

- **Repair and Maintenance.** Repair and maintenance is the goods and/or services required to ensure operation of FF&E or LHI for its anticipated use life, including maintenance, spare parts, replacement parts, and change parts, the cost of which shall be expensed at time of purchase.
Procedures: 1. **Acquisition**

1.1 FF&E and LHI that is approved through a Capital Request shall be acquired in accordance with the procedures in Corporation’s Procurement Policy.

1.2 Acquisition of Expendable Items and Repair and Maintenance shall be pursuant to the procedures in Corporation’s Procurement Policy.

2. **Capitalization**

2.1 FF&E and LHI shall be recorded on the balance sheet at full value, including any ancillary charges necessary to place the asset in service (e.g. freight, installation, consulting).

2.2 Expendable items will be expensed as current expenses.

2.3 Repair and Maintenance for existing FF&E or LHI will be expensed as incurred and shall not be added to the capitalized value of the asset.

3. **Tagging**

3.1 A numbered tag identifying the Corporation as owner will be affixed to FF&E and LHI immediately upon receipt.

3.2 A numbered tag identifying the Corporation as owner will be affixed to any Expendable Item that is considered susceptible to theft or needs to be tracked.

3.3 All other FF&E will have a label affixed, upon receipt, identifying it as “Property of SDCCC”.

4. **Disposal**

4.1 When it becomes desirable to physically dispose of FF&E or LHI because it is obsolete, beyond economic repair, or no longer needed, a Disposal Request Form shall be completed by the requestor and submitted to the Accounting Director.

4.2 No item may be sold, traded-in, transferred, scrapped for parts, or otherwise disposed of without prior authorization and approval by the President & CEO. The following are acceptable methods for disposal:
• Retention for parts
• Trade-in for replacement or upgraded model
• FF&E originally purchased by the City of San Diego or the San Diego Unified Port District may be transferred to the City of San Diego Central Stores
• Donation to a non-profit organization, if disposal cost exceeds residual value and the donation is approved by the President/CEO
• Any other manner when conducted under the supervision of the Procurement Manager

4.3 Upon disposal, the dollar value of any disposed FF&E or LHI shall be removed from the accounting records and gain or loss on disposal recognized in the Income Statement as applicable.

4.4 A Disposal Request Form shall be completed for FF&E or LHI that has been stolen, or missing and unaccounted for in two (2) consecutive year-end inventories, and submitted to the Accounting Director.
SAN DIEGO CONVENTION CENTER CORPORATION
CORPORATE POLICY

Subject: RECOGNITION AWARD PROGRAM
Policy #: 110
Date: October 26, 2007
Page: 1 of 1

Purpose
To establish a Recognition Award Program to reward and recognize the extraordinary contributions, excellent results and job performances of the corporation's employees.

Policy

1. The Recognition Award Program shall provide a means to recognize those employees who contribute to the success of the corporation in an extraordinary manner. Funding for the program may be established in the corporation’s annual budget.

2. All full and part time employees of the corporation are eligible to receive a recognition award based on the employee’s extraordinary job performance. Recognition awards include, but are not limited to, Employee of the Month, service, team and incentive pay for sales goals met and exceptional performance. Non-monetary recognition awards an employee(s) may be nominated by peers and/or management.

3. Recommendation for monetary awards, including the incentive amount, are made in writing by a department head. The President & CEO shall have the authority to approve a monetary recognition award to a group or individual employee(s). The President’s approval shall authorize payment or grant of award. The grant of an incentive award is discretionary, and the President's determination with regard to granting an award shall not be subject to any appeal or grievance procedure under the personnel guidelines or policies.

4. A monetary award shall not increase the recipient’s salary, and all taxes and other withholdings required by law shall be deducted.

Approved by the Board of Directors on July 24, 1998
Renumbered by the Board of Directors on October 26, 2007
Amended by Board of Directors by on January 24, 2018
The purpose of this policy is to ensure the reliability and adequacy of financial books and records of the San Diego Convention Center Corporation.

It is the policy of SDCCC that a system of internal accounting controls be implemented and maintained in conformity with prescribed accounting principles, to ensure the reliability and adequacy of its books and records. Appropriate guidelines and procedures are to be established to assure that only properly authorized transactions are entered into by SDCCC. Those transactions which are executed are to be recorded in the accounts of SDCCC in accordance with normal, standard procedures which accurately and fairly reflect the true nature of the transaction, in accordance with generally accepted accounting principles.

All internal accounting controls, procedures and records implemented are to be reviewed periodically to ensure they are adequate in all respects to satisfy the requirements of this Corporate Policy. The implementation and maintenance of internal accounting controls, guidelines, procedures and records that are adequate in all respects to satisfy the requirements of this Corporate Policy shall be the primary responsibility of the Vice President, Finance. All control failures, of any type or dollar value, regarding this Corporate Policy are to be reported to the President & CEO so that deficiencies can be corrected and assurance of compliance with the purpose of this Corporate Policy maintained.

Adopted by the Board of Directors on April 25, 2008
PURPOSE
Establish a policy regarding the funding and use of Operating Reserves.

POLICY
The Corporation shall establish Operating Reserves, which shall be funded with operational savings from each fiscal year, with a minimum of at least 8% and with a goal of attaining 14% of the most recent three year average of annual audited operating revenues. The Operating Reserves shall be retained in the Corporation’s bank account and the Corporation shall maintain separate accounting records to track the balance of said funds.

The Operating Reserves will be maintained to mitigate building maintenance, financial and service delivery risk due to unexpected revenue shortfalls or unanticipated critical expenditures and to sustain necessary operations in the case of unforeseen emergencies.

In the event that the Operating Reserves are reduced below the amount established by this Policy, staff shall prepare a plan as promptly as conditions warrant to replenish the Operating Reserves to the Policy level.
SAN DIEGO CONVENTION CENTER CORPORATION
CORPORATE POLICY

Subject: Excess City Funding
Policy #: 113
Date: October 25, 2017
Page: 1 of 1

PURPOSE

Establish a policy and procedures for addressing utilization of excess funding from the City of San Diego.

POLICY

Per the Management Agreement between the City of San Diego ("City") and the San Diego Convention Center Corporation ("Corporation"), City funding provided annually to the Corporation as a result of the adoption of the Corporation’s annual fiscal year budget can be solely used for marketing, promotion and/or capital projects for the San Diego Convention Center ("Center").

City funding is prioritized and used to fund long-term event sales, marketing and promotion expenses as required by existing sales and marketing services contract(s).

City funding in excess of required payments under applicable sales and marketing services contracts is used to fund capital needs for the Center.

Within any individual fiscal year, if there is an expectation that City funds may remain unallocated after all required payments under applicable sales and marketing services contracts and funding for all of the fiscal year’s capital needs are considered, the Corporation will consult with the City on the utilization of the excess funds.

Approved by the Board of Directors on October 25, 2017
SAN DIEGO CONVENTION CENTER CORPORATION
CORPORATE POLICY

Subject: Procurement and Contracting of Goods, Services, and Consultants
Policy #: 301 (formerly Administrative Policy #7)
Date: October 24, 2018
Page: Page 1 of 11

Purpose
To establish a Board of Directors policy that defines and requires competitive procurement of Goods, Services, and Consultants, and sets forth exemptions and exceptions from the competitive procurement requirements for the procurement of certain Goods, Services, and Consultants.

Policy Scope
This Policy outlines the requirements for procurement and contracting of Goods, Services, and Consultants. For the procurement and contracting of Construction and Maintenance, refer to Corporation Policy 304.

Section 1. Definitions
The following terms shall have the below-specified meanings as it pertains to this Policy:

(a.) Amendment: Amendment refers to any bilateral agreement to change the terms or conditions of a Procurement Contract. For the purposes of this Policy, Amendments do not usually change the Procurement Contract value or schedule. See also Extension and Change Order.

(b.) Award Authority: Award Authority is described in Section 9 of this Policy and describes the process that is required to award a Procurement Contract on behalf of the Corporation.

(c.) Best Value: Best Value is an analysis technique in a Qualification Based Selection which emphasizes value over price and permits the evaluation of criteria such as qualifications, experience, and performance data to determine the best overall value to the Corporation.

(d.) Bid: A Bid is a simple price quote including pricing information in response to a Solicitation. Bids do not typically include details of the Bidder’s plans or methods to fulfill the requirements of the Solicitation.

(e.) Bidder: Bidder means a person or firm who submits a Bid, Proposal, or other document to the Corporation seeking award of a Procurement Contract. A Bidder does not include a subcontractor.

(f.) Categorical Exemptions: Categorical Exemptions are defined in Section 5.1 of this Policy.

(g.) Change Order: A Change Order to a Contract is a bilateral agreement to add or deduct from the specifications or scope of work of a Contract, schedule impact (if any), and change to the Contract’s aggregate value.
(h.) **Chief Executives:** Chief Executives for the purposes of this Policy shall include officers of the Corporation, the Chief Operating Officer, and any designee of the President and CEO of the Corporation when done so in writing.

(i.) **Competitive Procurement Requirements:** Competitive Procurement Requirements are those outlined in “Section 6. Competitive Procurement Requirements” of this Policy.

(j.) **Construction:** Construction means new construction, reconstruction, erection, alteration, renovation, installation, improvement, demolition or repair work involving the Facility operated by Corporation to include painting or repainting of such Facility.

(k.) **Consultant:** Consultant means an expert or professional services provider including, but not limited to, attorneys, accountants, architects, planning consultants, computer consultants, engineers, auditors, financial advisors, public relations consultants, real estate agents and brokers, insurance and bond agents and brokers.

(l.) **Contingency Funds:** Contingency Funds are an authorized reserve of money to address possible unforeseen future expenses for Contracts approved by the Corporation’s Board of Directors. Contingency Funds are not an obligation to use the money for a project, but rather an allowance for overages and unanticipated needs during a project.

(m.) **Cooperative Agency:** A Cooperative Agency is the lead agency for Cooperative Procurement.

(n.) **Cooperative Procurement:** Cooperative Procurement is an instance where an outside agency takes the lead on carrying out a formal solicitation to benefit a region or body of agencies so that the benefit of economies of scale can occur. Obtaining Goods, Services, and Consultants provided by a cooperative procurement Contract is considered a Categorical Exemption as specified in Section 5.1 of this Policy provided the original cooperative agreement was solicited and obtained using similar requirements and that a new competitive process would not be advantageous to the Corporation.

(o.) **Corporation:** Corporation refers to the San Diego Convention Center Corporation, Inc.

(p.) **Emergent Situation:** An Emergent Situation is defined as an unforeseen, extraordinary circumstance where the procurement of Goods, Services, or Consultants are necessary to safeguard life, public health, or to prevent damage to or degraded use of Corporation property where it is economically advantageous to resolve immediately. Emergent Situations require immediate action to contain or control the damages.

(q.) **Evaluation Criteria:** Evaluation Criteria are factors in evaluating which Bid or Proposal offers the Best Value to the Corporation including factors such as: unit cost, life cycle cost, operating efficiency, warranty, quality, compatibility with existing equipment, maintenance costs, experience of the Bidder, and any additional factors the Corporation deems relevant. Each criteria shall be assigned a weighted value to be part of a weighted factor analysis.

(r.) **Extension:** An Extension to a Contract is used to continue the duration of an existing Procurement Contract by altering the end date beyond the original end date. Extensions do not modify any terms or conditions other than the simple addition of time to the Procurement Contract.

(s.) **Goods:** Goods means articles, commodities, materials, supplies, equipment, or insurance.

(t.) **Facility:** Facility as used in this Policy refers to the San Diego Convention Center.
(u.) **Fair and Reasonable**: Fair and Reasonable is a subjective price determination where a Corporation employee, given a reasonable knowledge of the marketplace, would determine it an acceptable price to pay for goods, services, or consultants.

(v.) **Lead Procurement Official**: The senior ranking position charged with directly overseeing the procurement functions of the Corporation.

(w.) **Maintenance**: Maintenance means (a) routine, recurring, and usual work for the preservation or protection of the Facility for its intended purposes; (b) minor repainting; (c) re-carpeting; (d) landscape maintenance, including mowing, watering, trimming, pruning, planting, replacement of plants, and servicing of irrigation and sprinkler systems.

(x.) **Procurement Contract**: Procurement Contract refers to any contract document or purchase order for the procurement of Goods, Services, or Consultants.

(y.) **Procurement Procedures**: Procurement Procedures are the administrative implementation procedures of this Policy.

(z.) **Proposal**: A Proposal is a response to a Solicitation that contains a Bidder’s plan to fulfill the requirements of the Solicitation and also includes the price.

(aa.) **Qualifications Based Selection**: Qualification Based Selection is a process where the Goods and Services are selected based upon the attributes of that entity which are evaluated to determine conformity to predetermined standards and requirements that are determined to be in the best interest of the Corporation, as deemed appropriate by the Lead Procurement Official.

(bb.) **Request for Proposal (RFP)**: Request for Proposal is a formal competitive procurement method including detailed specifications or scope of services by which Bidders respond to the RFP with a Proposal. The RFP is a formal document or series of documents publicly advertised in accordance with Section 6.3 of this Policy.

(cc.) **Request for Quote (RFQ)**: Request for Quote is an informal competitive procurement method by which Bidders respond to the RFQ with a Bid or Proposal by email, telephone, or other means.

(dd.) **Responsible**: Responsible refers to the quality, fitness, and capacity of a Bidder to satisfactorily fulfill the requirements of the solicitation. A Responsible Bidder has the quality, fitness, and capacity to satisfactorily perform the proposed work, while a non-responsible Bidder does not.

(ee.) **Responsive**: Responsive refers to a Bid or Proposal that substantially complies with the solicitation requirements and all prescribed procurement procedures and requirements.

(ff.) **Services**: Services means assistance or labor. Services do not include Construction, Consultants, or Maintenance.

(gg.) **Single Source**: Single Source procurement refers to obtaining Goods, Services, or Consultants from one source, even though there are other sources that could meet the requirement. A distinguishing criteria from Sole Source procurement is that during Single Source procurements, the Corporation has a choice between multiple suppliers, manufacturers, service providers, or consultants, but for justifiable, strategic or cost related reasons elects to use only a specific provider. The following is a non-exhaustive list of examples of Single Source procurement scenarios:

i. **Absolute Compatibility**: The procurement is for parts or components for equipment, and no information or data is available to ensure that the parts or
components obtained from another supplier will perform the same function in the equipment; or the parts or components could compromise the safety or reliability of the product, or would void or invalidate a manufacturer’s warranty or guarantee.

ii. Continuity: The procurement is for Goods, Services, or Consultants where continuity of providers will provide efficiency or critical knowledge, and other providers of the goods, services, or consultants cannot provide similar efficiencies or critical knowledge.

iii. Standardization: The procurement is for Goods, Services, or Consultants where standardization is beneficial for reasons including maintenance, repair, training, and interoperability.

iv. Unique/Specialized Knowledge: The procurement is for Services or Consultants where unique and/or specialized knowledge is beneficial in obtaining the Best Value and adherence to Competitive Procurement Requirements would not provide an advantage.

(hh.) Situational Exception: Situational Exceptions are defined in Section 5.2 of this Policy.

(ii.) Sole Source: Sole Source procurement refers to obtaining Goods, Services, or Consultants where there is only one possible source.

(jj.) Solicitation: Solicitation is a generic term which encompasses both RFQ and RFP indistinguishably.

Section 2. Ethics in Procurement and Conflicts of Interest

The competitive nature of procurement and the expenditure of corporate funds require strong ethical standards at all levels of procurement and contracting. It is a necessary balance between fostering mutually beneficial contractor and supplier relationships, while not creating any real or perceived impropriety. All Corporation employees and procurement professionals shall adhere to Corporate policies, such as the Code of Ethics and Conduct Policy 401 and the Conflicts of Interest Policy 404 and refrain from illicit practices such as Bid subdividing as specified in Section 6.2 of this Policy (breaking up large procurements into smaller), price feeding, committing Corporation without requisite approvals, and discussing open solicitations with vendors to manipulate the process for an intended outcome.

Section 3. Equal Opportunity

The Procurement and Contracts Department and all respective Corporation employees involved in the procurement processes shall not discriminate in contracting and supplier business opportunities and shall conform to the Corporation’s Equal Opportunity Policy 302.
Section 4. Confidential and Proprietary Information
All Corporation employees and personnel responsible for the acquisition of Goods, Services, or Consultants must be sensitive to issues of confidentiality and proprietary information as defined in Corporation’s Confidential & Proprietary Information Policy 405. It is improper and prohibited to share confidential pricing information, trade secrets, or proprietary information with or among suppliers.

Section 5. Non-Competitive Procurement
Below are a series of Categorical Exemptions and Situational Exceptions for Goods, Services, and Consultants that are not required to adhere to Competitive Procurement Requirements outlined in this Policy. Procurement Contracts with Categorical Exemptions or a Situational Exceptions must still utilize the appropriate Award Authority outlined below in this Policy.

Section 5.1. Categorical Exemptions
The following categories are exempt from Competitive Procurement Requirements and do not require written justification:
(a) Utility services.
(b) Procurement from governmental agencies.
(c) Ongoing software, software licenses, hosting, and maintenance services by developer, manufacturer, or authorized reseller for existing software solutions obtained and utilized by Corporation.
(d) Publications and subscription services.
(e) Cooperative Procurement, obtained by a process that is similar to the Competitive Procurement Requirements of this Policy.

Section 5.2. Situational Exceptions
The following categories are Situational Exceptions from Competitive Procurement Requirements:
(a) Sole Source, when certified in writing by the Lead Procurement Official.
(b) Single Source, when certified in writing by the Lead Procurement Official.
(c) Emergent Situations, when certified in writing by the President and CEO.

Any Situational Exceptions from Competitive Procurement Requirements with an aggregate value in excess of $100,000 shall be reported as an informational item in the President’s Report at the upcoming Board of Directors meeting.

Section 6. Competitive Procurement Requirements
The Corporation shall competitively procure Goods, Services, and Consultants unless otherwise allowed for under this Policy.
Section 6.1. Minimum Competition Requirements & Methods

The following minimum quote thresholds are established based on the estimated value:

(a.) Less than $7,500.00 requires one quote assessed as Fair and Reasonable obtained by RFQ. Section 6.1(a) may be performed by the requesting internal department.

(b.) $7,500.00 to $14,999.99 requires two quotes obtained by RFQ. Section 6.1(b) may be performed by the requesting internal department.

(c.) $15,000.00 to $49,999.99 requires three quotes obtained by RFQ.

(d.) $50,000.00 to $99,999.99 requires three quotes, but solicit from at least five potential sources obtained by RFQ.

(e.) $100,000.00 or more requires three quotes, but solicit from at least five potential sources obtained by RFP.

(f.) If the requirement being solicited was estimated to be under $100,000.00, but all quotes obtained are over $100,000.00 the Lead Procurement Official may determine at their discretion to accept the quotes obtained by RFQ as sufficient competition provided the recommendation to award does not exceed $110,000.00. In the event the recommendation to award would exceed $110,000.00, all bids must be rejected and the requirement must be solicited for by RFP.

(g.) The Lead Procurement Official may determine a RFP would provide a greater competitive advantage and may mandate it for requirements under $100,000.00.

(h.) RFQs delegated to the requesting internal department as outlined in Sections 6.1(a) and 6.1(b) are regarded as small, operational in nature procurements.

Section 6.2. Subdividing Procurement Prohibited

All Corporation staff are prohibited from subdividing into two or more procurements any procurement of Goods, Services, or Consultants for an expenditure that logically should be made as a single transaction if the purpose of the subdividing is to avoid competitive procurement requirements.

Section 6.3. Advertising Procurement Solicitations

All RFPs are required to be formally advertised to solicit Proposals a) for a minimum of one day in an appropriate business newspaper or journal of general circulation in San Diego County, as determined by the Lead Procurement Official, at least ten days before Proposals are due, b) posted directly to the Corporation’s website or a link provided to a bid or file management site publicly available on the internet.

Section 6.4. Communication with Bidders

Starting on the date a solicitation is issued and through the date the Procurement Contract is awarded, actual and prospective Bidders are prohibited from contacting any Corporation employees, board members, or any other representatives of the Corporation regarding the Solicitation other than designated procurement staff handling the Solicitation. The assigned procurement staff shall serve as the only point of contact to all prospective Bidders. Any contact with Corporation staff regarding the Solicitation other than coordinated through the procurement staff may result in rejection or disqualification of the violator’s proposal or bid.
Section 6.5. Standard Proposal Form
For all RFPs, the Procurement and Contracts Department may furnish to each Bidder a standard proposal form, which, when filled out and executed may be submitted as their Bid. Bids not presented on standard forms may be deemed non-responsive and disregarded.

Section 7. Bidder Evaluation
Section 7.1. Award Determination Methods
Bids and Proposals for Goods and Services shall be evaluated by one of two methods: 1) Lowest price obtained by lowest Responsive and Responsible Bidder or 2) Best Value obtained through Qualifications Based Selection.

Section 7.2. Qualifications Based Selection
The Corporation may award Procurement Contracts to the Bidder offering the Best Value to the Corporation so long as the Award Determination Method as outlined in Section 7.1 is communicated in writing in the Solicitation to include the Evaluation Criteria.

Section 7.3. Evaluation for Qualifications Based Selection
The Lead Procurement Official shall form an evaluation committee with a minimum of three and maximum of five Corporation staff to evaluate Bidders based on the Evaluation Criteria. The Lead Procurement Official maintains authority over the assessment and reasonableness of recommended Evaluation Criteria and authority over the evaluation committee selection.

Section 7.4. Rejection of Bids and Proposals
The Corporation may reject any and all Bids or Proposals when to do so is in the best interests of the Corporation, and may re-solicit for Bids or Proposals at the Corporation’s discretion. Rejection shall be done by the appropriate Award Authority described in Section 9 of this Policy or the Lead Procurement Official.

Section 8. Consultants
Due to the specialized nature of services provided by Consultants, it is in the best interest of the Corporation to obtain the Best Value through a Qualifications Based Selection. The Award Determination Method for professional services provided by Consultants shall be awarded using a Qualifications Based Selection on the basis of demonstrated competence and on the professional qualifications necessary for the satisfactory performance of the services required. After the evaluation for the Qualifications Based Selection, the Corporation will negotiate a Procurement Contract with the selected Consultant. If an agreement is not reached within a reasonable time as determined by the Lead Procurement Official, the Corporation may terminate discussion with the first candidate and open negotiations with the second choice or reject all Bids or Proposals.
Section 9. Award Authority

Section 9.1. Department Directors

- Corporation’s Department Directors are authorized to procure Goods, Services, and Consultants with an aggregate value under $15,000 for budgeted requirement regardless of the duration of the Procurement Contract.
- The Department Director shall ensure the Goods, Services, and Consultants are obtained through the applicable RFQ process established in the Procurement Procedures.
- The Department Director may delegate the Award Authority outlined in this Section.

Section 9.2. Chief Executives

- Chief Executives are authorized to award Procurement Contracts not to exceed an aggregate value of $200,000 for budgeted requirements regardless of the duration of the Procurement Contract, in accordance with the current fiscal year board approved budget and capital plan. Procurement Contracts that require additional Goods, Services, and Consultants that would cause the aggregate value to exceed $200,000 shall be submitted for approval by the Board of Directors.
- Chief Executives are authorized to award Procurement Contracts for unbudgeted requirements less than an aggregate value of $15,000 for Goods, Services, and Consultants regardless of the duration of the Procurement Contract. For the purposes of this paragraph, unforeseen and unbudgeted requirements are calculated against the President and CEO’s aggregate annual cap of $1,000,000 at the time of financial commitment (i.e. Procurement Contract execution).

Section 9.3. President and CEO

- The President and CEO is authorized to award Procurement Contracts not to exceed an aggregate value of $200,000 for budgeted requirements regardless of the duration of the Procurement Contract, in accordance with the current fiscal year board approved budget and capital plan. Procurement Contracts that require additional Goods, Services, or Consultants that would cause the aggregate value to exceed $200,000 shall be submitted for approval by the Board of Directors.
- The President and CEO is authorized to award Procurement Contracts for Goods, Services, and Consultants for unforeseen and unbudgeted requirements not to exceed $200,000 per Procurement Contract with an aggregate cap of $1,000,000 per fiscal year for unforeseen and unbudgeted requirements, including those defined in Corporation’s Policy 304 Procurement and Contracting of Construction and Maintenance. For the purposes of this paragraph, unforeseen and unbudgeted requirements are calculated against the aggregate annual cap of $1,000,000 at the time of financial commitment (i.e. Procurement Contract execution).
- The President and CEO is authorized to use the $1,000,000 aggregate cap per fiscal year for unforeseen and unbudgeted requirements so long as there are operating reserves available pursuant to Corporation’s Operating Reserve Policy 112. The Board of Directors recognizes operating reserves are intended, in part, to mitigate building maintenance, unanticipated critical expenditures, and to sustain necessary operations in the case of unforeseen emergencies. As such, the President and CEO is authorized to award Contracts
that cause the operating reserves to reduce below the operating reserve goal established in Policy 112 provided the reserves are not reduced below the minimum and are reported as an informational item in the President’s Report at the upcoming Board of Directors meeting. Should the unbudgeted requirement cause the operating reserve to be reduced below the minimum established in Policy 112, approval must first be obtained by the Chair of the Board of Directors or the Chair of the Budget Committee.

- Any unbudgeted Procurement Contracts with an aggregate value in excess of $15,000 shall be reported as an informational item in the President’s Report at the upcoming Board of Directors meeting.

Section 9.4. Board of Directors
- The Board of Directors shall maintain authority to approve or disapprove the award of all Procurement Contracts in excess of an aggregate value of $200,000.
- The Board of Directors shall maintain authority to approve or disapprove all Procurement Contracts for unforeseen and unbudgeted expenses in excess of the President and CEO’s aggregate cap of $1,000,000.
- The Board of Directors shall maintain authority to approve or disapprove of all Procurement Contracts that grant exclusivity or preference.

Section 9.5. Emergent Situation
- When an Emergent Situation occurs the President and CEO may authorize up to $500,000 for unbudgeted expenses so long as it does not exceed the unbudgeted aggregate cap of $1,000,000 in accordance with Section 9.3 of this Policy.
- If the Emergent Situation requires greater than $500,000 or would result in exceeding the President and CEO’s unbudgeted aggregate cap of $1,000,000 per fiscal year, approval must first be obtained by the Chair of the Board of Directors or the Chair of the Budget Committee.
- All Emergent Situations shall be reported as an informational item in the President’s Report at the upcoming Board of Directors meeting.

Section 9.6. Adherence to Corporation Committee Policies
In any situation where compliance with this Policy will place the Corporation in conflict with any applicable provisions of Corporation’s Policies for Committees, the Corporation shall comply with such provisions, notwithstanding this Policy.

Section 10. Insurance Requirements
The Procurement and Contracts Department shall require in all Solicitations and Procurement Contracts sufficient insurance necessary to safeguard the Corporation. The Board of Directors shall review the recommended policy limits on an annual basis.

Section 11. Performance Monitoring
The Procurement and Contracts Department and the requesting internal customer shall monitor performance, collect information, and measure actual contract achievement. This is essential for
effective control. The resources devoted to these tasks, and the techniques used to perform them, will depend on the nature of the contract work, the size and complexity of the Procurement Contract, and the resources available as determined by the Lead Procurement Official.

**Section 12. Public Disclosure**

**Section 12.1. Proposals**

The Procurement and Contracts Department shall publicly post on the Corporation’s website, within seven business days of the bid closing date listed on the Solicitation, a price summary of all Bids received.

**Section 12.2. Procurement Contracts**

The Procurement and Contracts Department shall publicly post on the Corporation’s website, within seven business days of execution, copies of all executed contracts with an aggregate expenditure value of greater than $250,000, excluding any confidential or proprietary provisions or specifications of such contracts, if applicable. As it pertains to this section, the applicable executed contracts shall be available at all times, subject to the Records Retention Schedule set forth in Corporation’s Records Retention Policy 510.

**Section 13. Contract Change Management**

**Section 13.1. Extensions**

A Department Director, Chief Executive, or the President and CEO may extend a Procurement Contract provided it does not exceed the Award Authority outlined in Section 9 for their position. An extension that would result in the aggregate value of the Procurement Contract to exceed the position’s Award Authority must obtain approval from the appropriate Award Authority prior to extending the Procurement Contract.

Extension options written into a Procurement Contract and previously approved by the Corporation’s Board of Directors may be approved by a Chief Executive or the President and CEO pursuant to the Award Authority requirements outlined in Sections 9.2 and 9.3. Any extension option being exercised for a Procurement Contract previously approved by the Board of Directors shall be reported as an informational item in the President’s Report at the upcoming Board of Directors meeting.

**Section 13.2. Change Orders**

A Chief Executive or the President and CEO may authorize a Change Order to a Procurement Contract provided it does not exceed the unbudgeted Award Authority outlined in Section 9 for their position. A Change Order that would result in the aggregate value of the Contract to exceed the position’s Award Authority must obtain approval from the appropriate Award Authority prior to issuing the Change Order.

Upon approval of a recommendation to award a contract at the Corporation’s Board of Directors meeting, the Board of Directors may authorize a fixed dollar amount or percentage of the
Contract’s value in Contingency Funds intended as an allowance to address unforeseen requirements. For the purposes of this Section and Section 9 Award Authority, Contingency Funds shall be considered budgeted. The Contract’s aggregate value plus any applicable Contingency Funds shall be considered a not to exceed dollar value for the project. Any Change Order that would result in the aggregate value exceeding this not to exceed project amount, regardless of the amount proposed to exceed by, shall be submitted to the Board of Directors for approval prior to issuing the Change Order.

Section 13.3. Amendments
A Chief Executive or the President and CEO may authorize an Amendment to a Procurement Contract pursuant to their Award Authority provided it does not grant preference, exclusivity, or any other decision reserved for the Board of Directors. An Amendment that would enact a decision reserved for the Board of Directors must obtain approval from the Board of Directors prior to issuing the Amendment.

Section 14. Lead Procurement Official Authority Delegation
All authorities of the Lead Procurement Official in this Policy shall revert to the Chief Financial Officer in the absence of the Lead Procurement Official. The President and CEO shall maintain authority to designate a temporary Lead Procurement Official in the absence of both the Chief Financial Officer and Lead Procurement Official.

Section 15. Compliance with Funding Source Requirements
In any situation where compliance with this Policy will place the Corporation in conflict with any applicable provisions of a loan agreement, grant, or similar outside funding arrangement, the Corporation shall comply with such provisions, notwithstanding this Policy.

Section 16. Compliance with all Applicable Laws
In any situation where compliance with this Policy will place the Corporation in conflict with any applicable provisions of local, state, or federal law, the Corporation shall comply with such provisions, notwithstanding this Policy.

Approved by the Board of Directors on November 1, 1988
Amended by the Board of Directors on September 12, 1989
   Amended by the Board of Directors on June 5, 1991
   Amended by the Board of Directors on April 5, 1995
   Amended by the Board of Directors on December 18, 1996
   Amended, renamed and renumbered by the Board of Directors on May 28, 2004
   Amended by the Board of Directors on June 25, 2010
   Amended by the Board of Directors on July 24, 2013
   Amended and renamed by the Board of Directors on October 24, 2018
The purpose of this policy is to express San Diego Convention Center Corporation’s commitment to providing equal business opportunities to all qualified vendors and contractors.

It is the policy of SDCCC not to discriminate against any potential or current business partner, customer vendor or supplier on account of race, religious creed, color, national origin, ancestry, physical disability, mental disability, medical condition, genetic information, marital status, sex, gender, gender identity, gender expression, age, military and veteran status, and sexual orientation. All such persons and entities shall be treated with dignity and respect, and shall not be unreasonably interfered with in the conduct of their duties and responsibilities.

SDCCC will endeavor to create a business partner, customer, vendor and consultant base that reflects the diverse population of the San Diego Community. SDCCC will comply with all applicable law governing equal business opportunities to ensure that no unlawful discrimination occurs against any potential or current business partner customer, vendor or consultant.

Each Covered Person is responsible to act in a manner that promotes equal business opportunities to all qualified vendors and contractors, both on their premises and at SDCCC.

Covered Persons include: All employees of San Diego Convention Center Corporation.
SAN DIEGO CONVENTION CENTER CORPORATION
CORPORATE POLICY

Subject: Professional Services for Multi-Phased Projects
Policy #: 303
Date: April 17, 2009
Page: Page 1

Purpose

This policy establishes the parameters pursuant to which consultants may provide professional services to San Diego Convention Center Corporation (SDCCC) for projects involving more than one phase. This policy is intended to ensure that consultants engaged in an early phase of a project are not precluded from providing services in a subsequent phase of the same project. The policy also is intended to ensure that no consultant or a prospective vendor enjoys a competitive advantage by virtue of prior work on the project and that SDCCC does not suffer a consequential competitive disadvantage.

Policy

Any consultant retained by SDCCC to provide professional services during an early phase of a multi-phased project ("early phase") may submit a response to a solicitation for work on any subsequent phase of such project ("subsequent phase"). In the event the solicitation for the subsequent phase invites or contemplates submissions by multi-party respondents ("teams"), then the following shall apply:

1. The solicitation for any subsequent phase shall include a listing of professional services provided in all early phases, the identity of the consultants providing such services in the early phase(s), and a clear statement of the scope of such professional services for the subsequent phase.

2. Any consultant providing professional services in an early phase must be willing to participate, when invited, in the submittal of any and all teams responding to the solicitation for a subsequent phase and to confine its services to the scope of work defined by SDCCC in the solicitation.

3. Any consultant providing professional services in an early phase who refuses to be available to participate on any and all teams, when invited to do so, and to confine its services to the scope of work defined in the solicitation, will not be considered by SDCCC to provide services in a subsequent phase; provided, however, SDCCC shall retain the right to grant an exemption to a consultant who demonstrates a reasonable basis, in SDCCC’s sole discretion, for declining to participate in the submittal of a particular team.

Adopted by Board of Directors on April 17, 2009
PURPOSE

To establish a broad code of ethics and conduct which will apply equally to all San Diego Convention Center Corporation (SDCCC) employees and its Board of Directors, regardless of individual duties and responsibilities; to identify and incorporate into this policy a Conflict of Interest Code; and to emphasize that each employee occupies a position of trust which demands the highest moral and ethical standards of conduct.

POLICY

I. Conflict of Interest Code

The Conflict of Interest Code for SDCCC, as approved by the San Diego City Council, is incorporated by reference into this policy. The Conflict of Interest Code is filed under separate cover with the corporation. Every Designated Employee or Position set forth in the Conflict of Interest Code is required to comply with the provisions of the Conflict of Interest Code.

II. Prohibited Conduct

No employee shall engage in any business or transaction or shall have a financial or other personal interest, direct or indirect, which is incompatible with the proper discharge of the employee's official duties or would tend to impair the employee's independence, judgment or action in the performance of such duties.

No employee shall:

1. Use the prestige or influence of her/his office or employment for private gain or advantage of herself/himself or another.

2. Use SDCCC time, facilities, equipment, supplies or other resources for the private gain or advantage herself/himself or another.

3. Use official SDCCC information not available to the general public for the private gain or advantage of herself/ himself or another.
4. Receive or accept money or other consideration from anyone other than SDCCC for the performance of acts done in the regular course of employment or duty.

5. Receive or accept, directly or indirectly, any gift or favor from anyone doing business with SDCCC under circumstances from which it could be reasonably inferred that such a gift or favor was intended to influence the employee's duties, or as a reward for official action.

6. Solicit any gift or favor in an official capacity, either directly or indirectly, when such solicitation might be inferred reasonably as having a potential effect on the employee's official duties or decisions, or when the individual's position as an SDCCC employee or board member would influence in any way the decision of the person being solicited.

7. Engage in or accept private employment or render services for private interests when such is incompatible with the proper discharge of her/his official employment or duties.

III. Required Conduct

Every employee shall immediately disclose in accordance with the Conflict of Interest Code, the nature and extent of any interest, direct or indirect, which may conflict with the employee's responsibilities or duties, or which, because of the employee's position, may influence a decision to the benefit of the organization in which the employee has an interest.

IV. Standards of Conduct

The Corporation’s Personnel Policy Manual sets forth additional standards of conduct and ethical behavior and describes behavior that is inconsistent with the smooth operation of SDCCC and the positive employee relations climate that SDCCC wishes to foster.

Approved by Board of Directors on October 7, 1992
Amended by Board of Directors on March 2, 1994
Amended by Board of Directors on November 20, 1996
Amended and Renumbered by Board of Directors on October 26, 2007
Reviewed/Re-Approved by the Board of Directors February 21, 2018
The San Diego Convention Center Corporation previously adopted a Conflict of Interest Code, as mandated by The Political Reform Act of 1974 of The Fair Political Practices Commission (“FPPC”), which covers designated employees and consultants. Corporate Policy No. 404 does not modify or supersede the Conflict of Interest Code, but rather supplements the standards established by the Fair Political Practices Commission which are incorporated in the Conflict of Interest Code.

The purpose of this policy is to prohibit individuals from engaging in situations which create an apparent or actual conflict of interest to the business interests of the San Diego Convention Center Corporation. When acting for or on behalf of SDCCC, Covered Persons are required to act in the best interest of SDCCC.

There are certain situations that are prohibited by SDCCC as conflicts with its interest. Absent full and complete disclosure and authorization by the President/CEO or a majority of disinterested directors, no Covered Person may:

(a) obtain a controlling financial or other beneficial interest in a vendor that SDCCC has a current business relationship with;

(b) engage in a significant, compensated, personal business transaction with SDCCC;

(c) accept money, gifts (in excess of the limits set by the FPPC regulations), excessive hospitality, loans or other special treatment from any supplier, vendor or customer in which SDCCC has existing or prospective business relations;

(d) solicit SDCCC employees or customers; or

(e) work on or for competing business while being paid by SDCCC.

Adopted by the Board of Directors on April 25, 2008
The purpose of this policy is to establish procedures to guard against the unauthorized disclosure of confidential or proprietary information. “Covered Person” for the purposes of this policy is defined as SDCCC employees and directors.

In the course of work for the San Diego Convention Center Corporation, Covered Persons may have access to nonpublic confidential or proprietary information about SDCCC, its subsidiaries and their respective employees, customers, vendors, contractors, or joint venture partners. Covered Persons obtaining such information shall not, in any way, reveal or divulge any such information unless it is necessary to do so in the performance of the Covered Person’s duties. Disclosure of confidential or proprietary information may occur only after consultation with SDCCC’s President and CEO and legal advisor. Every Covered Person who receives confidential or proprietary information holds it in trust for SDCCC, must take steps to guard against its inadvertent disclosure, and may not use the information for a private purpose of any kind.

Access to confidential and proprietary information should be on a "need-to-know" basis and must be authorized by the President and CEO, the General Counsel, or other designated officer.

It is not possible to identify all the possible forms of confidential or proprietary information. Any item clearly labeled “confidential” or “proprietary” should be treated as such. A few common examples of confidential or proprietary information include: (i) information contained in personnel files, including financial information, home address and telephone number, social security number and medical information; (ii) financial results, including known but unannounced earnings or losses, or projections of the same; (iii) execution or termination of significant contracts with an employee, vendor, contractor or other business partners; (iv) news of a pending or proposed merger or other acquisition; (v) news of the disposition, construction or acquisition of significant assets or a subsidiary; (vi) impending bankruptcy or financial liquidity problems; (vii) patent or other intellectual property milestones; (viii) scientific achievements or other developments from research efforts; (ix) significant developments involving corporate relationships; (x) new product announcements of a significant nature; (xi) significant product defects or modifications; (xii) new equity or debt offerings; (xiii) legal advice and any information about outstanding litigation; (xiv) significant litigation exposure due to actual or threatened litigation; (xv) major changes in senior management; and (xvi) pending or threatened regulatory or other Government action.
SDCCC is subject to the California Public Records Act and will disclose information that might otherwise be considered confidential and proprietary, if it is legally required to do so under the Public Records Act.

Adopted by the Board of Directors on April 25, 2008
Amended by the Board by Directors on June 20, 2018
SAN DIEGO CONVENTION CENTER CORPORATION
CORPORATE POLICY

Subject: IMPROPER PAYMENTS
Policy #: 406
Date: April 25, 2008
Page: Page 1 of 1

The purpose of this policy is to prohibit the giving of anything to individuals to induce them to make decisions or take action favorable to the San Diego Convention Center Corporation. “Covered Person” for the purposes of this policy is defined as SDCCC employees and directors.

The law recognizes that bribery can take many forms, and it is just as unlawful to bribe an employee or officer of a private enterprise as it is to bribe a government official. Accordingly, it is the policy of SDCCC that no Covered Person may enter into any agreement or arrangement, whether in the form of a commission, rebate, award, consultant or service agreement, bribe, kickback or the like, when the Covered Person: (a) knows; (b) should suspect from the surrounding circumstances; or, (c) has made a good faith inquiry which has disclosed that the intent or likely result of the action is to improperly influence or reward:

(i) any employee, director, vendor or contractor at any level, or any other representative of a customer or other institution with which SDCCC has existing or prospective business relations; or

(ii) any elected official, or other representative of any governmental agency, or entity partly or wholly owned or controlled by any government.

The concept of a reward or inducement in the form of a gift of more than nominal value extends not only to cash payments, but to meals, drinks, trips, tickets to sporting or other events, or special services, without a proper business purpose. No action that would otherwise be improper will be permitted simply because it appears to be customary in our industry or any other industry.

Small gifts of purely nominal value, such as pens, mugs, other stationery items, and the like, when given in quantities appropriate to individuals, and at infrequent intervals, may be given to employees of other companies or governmental agencies, to the extent that such gifts are not known or believed to be forbidden by the policies of that company or agency.

Adopted by the Board of Directors on April 25, 2008
Amended by the Board of Directors on June 20, 2018
SAN DIEGO CONVENTION CENTER CORPORATION
CORPORATE POLICY

Subject:       COMPLIMENTARY ADMISSIONS
Policy #:      501 (formerly Administrative Policy No. 9)
Date:          June 17, 2009
Page:          Page 1 of 6

POLICY

As in most other convention centers throughout the nation, the Facilities receive, by contract, a limited number of complimentary admissions from the tenant or producer of events. Officials of the Corporation are encouraged to attend such events, for one or more of the public purposes set forth in this Policy. Board members and senior staff are ultimately responsible for the successful operation of the Facilities, and must be able to satisfy themselves that the Facilities are operating in a way that will retain existing business and attract new business.

It is the policy of the Corporation to make logical, practical and fair distribution of available complimentary admissions in a manner consistent with the provisions of this policy and applicable state laws and regulations.

DEFINITIONS

For the purposes of this Policy, the following definitions shall apply:

(a) "Facilities" shall mean and refer to the Convention Center.

(b) "FPPC" shall mean the California Fair Political Practices Commission.
(c) “Immediate Family” shall mean a spouse or registered domestic partner, and
dependent children.

(d) “Official” shall mean all members of the Corporation’s Board of Directors, as
well as such officers, employees and consultants as are covered by
Government Code section 82048 and FPPC Regulation 18701, including all
such directors, officers, employees and consultants who are required to file
an annual Statement of Economic Interest (FPPC Form 700).

(e) “Public purpose” generally means actions taken to fulfill the corporate
purposes of the Corporation, to successfully promote, manage and operate
the Facilities, and includes one or more of the following specific purposes:

(i) Performing a ceremonial role or function representing the Corporation
or Facilities at the event;

(ii) Performing job duties for which attendance at the Facilities is
required;

(iii) Observing the operations and performance of the Corporation staff,
vendors and service providers, to help Officials make informed
decisions required of them, including but not limited to decisions
about budgeting, contracting and operations;

(iv) Evaluating whether the treatment of Facilities visitors will attract and
retain business for the Facilities, or whether changes in the Corporation’s policies or operations would increase business for the Facilities;

(v) Establishing and maintaining relationships with tenants/producers, to enhance the likelihood those tenants/producers will return and refer more business to the Facilities

(vi) Promoting the Facilities for economic or business development, or for community outreach purposes, on behalf of the Corporation and/or Facilities;

(vii) Supporting general employee morale, retention, or to reward public service.

(f) “Ticket” shall mean and include a complimentary admission to an event held at (or in connection with events held at) the Convention Center, whether manifested by a ticket, pass, invitation, credential or other form of admission that would otherwise require the payment of money to the sponsoring or hosting tenant/producer.

GUIDELINES

I. The President & CEO’s office shall reserve and account for all complimentary Tickets and make distribution in the best interests of the Corporation provided that
distribution accomplishes a public purpose as defined herein. The President/CEO, as the person certifying the use of the Tickets under the FPPC regulations, shall be the final arbiter of whether an Official’s use of the Tickets fulfills a public purpose. As a general practice, a recipient will receive no more than five (5) Tickets, and the President/CEO has the discretion to decide in any case how many Tickets to issue to a single recipient.

II. Tickets provided to an Official shall not be transferred to any other person, except to members of the recipient’s immediate family and one guest solely for their personal use. No person receiving Tickets shall sell or receive reimbursement for the value of such Tickets.

III. If Tickets received by an Official are not used for public purposes related to the Corporation, the Official may still use the Tickets if he or she either (a) reimburses the Corporation for the face value of the Tickets, or (b) treats the Tickets as income consistent with applicable federal and state laws and regulations (including but not limited to Fair Political Practices Commission (“FPPC”) Regulation 18944.1.

IV. A summary report will be kept for each event with a record of receipt. Each tenant/producer shall provide the “value” of the Tickets received in relationship to the announced and full price ticket for that event.

V. Tickets that are distributed to an Official pursuant to this policy, for which reimbursement is not received by the Corporation, shall be prominently posted on the Corporation’s website, using FPPC Form 802 or such other form as may be
prescribed by the FPPC, within forty-five (45) calendar days after distribution to the Official. Such posting shall be maintained on the Corporation’s website consistent with the Corporation’s document retention schedules. Such posting shall include the following information:

(a) the name of the Official and number of Tickets provided to that Official; provided that the Corporation may report the name of the department or other unit of the Corporation and the number of tickets or passes provided to the department or other unit in lieu of reporting the name of the individual employee. However, the names of the individual Board of Directors who receive Tickets must be individually listed in the report;

(b) a description of the event, including the date of the event and the identity of the tenant/producer who provided the Tickets, and the total number of Tickets provided by the tenant/producer;

(c) the face value of the Tickets;

(d) if the Ticket was distributed at the direction of an Official, to a person or entity outside the Corporation, the name of the Official who directed the distribution; and

(e) a statement of the public purpose(s) pursuant to which the distribution was made; or alternatively, a statement that the Official is treating the Ticket(s) received as income pursuant to applicable law.
VI. Tickets that are distributed at the direction of an Official to a person or organization not covered by this Policy shall be distributed only for the public purposes identified in this Policy. The tickets shall be reported, pursuant to Section V herein, if the ticket or pass is distributed to an organization outside the Corporation. The Corporation will report the name, address, description of the organization, and the number of tickets or passes provided to the organization.

VII. Information regarding specific events and individual recipients (Officials and otherwise) will be retained on file for four (4) years from date of issuance.

Approved by Board of Directors on October 3, 1989
Amended by Board of Directors on November 20, 1996
Amended and renumbered by Board of Directors on October 22, 2004
Amended by Board of Directors on June 17, 2009
Amended by Board of Directors on September 19, 2017
The purpose of this policy is to express San Diego Convention Center Corporation’s commitment to providing equal employment opportunities to all qualified individuals.

It is the policy of SDCCC to provide employees and applicants with a working environment that is free of discrimination, harassment, intimidation or coercion relating directly or indirectly to race, religious creed, color, national origin, ancestry, physical disability, mental disability, medical condition, genetic information, marital status, sex, gender, gender identity, gender expression, age, sexual orientation, or military and veteran status. SDCCC will not tolerate any employment decision based on these or other factors that are unrelated to SDCCC’s legitimate business interests. This Corporate Policy relates to all phases of employment, including without limitation, recruitment, hiring, placement, promotion, termination, transfer, compensation, benefits, training, and educational, social or recreational programs offered by SDCCC. It covers all other personnel actions in all job categories and at all levels, including employment of qualified disabled individuals.

SDCCC will endeavor to create a workforce that reflects the diverse population of the San Diego Community, while complying with all applicable law governing equal employment opportunities to ensure that no unlawful discrimination occurs against any employee or applicant.

A variety of statutes and regulations forbid employers from making employment-related decisions based on factors that are not related to job performance. These factors include race, religious creed, color, national origin, ancestry, physical disability, mental disability, medical condition, genetic information, marital status, sex, gender, gender identity, gender expression, age, sexual orientation, or military and veteran status.

It is also unacceptable for any SDCCC employee to treat another employee or applicant differently based on these factors, or to engage in practices that result in different treatment. Each Covered Person is responsible to act in a manner that promotes a discrimination-free work environment at their premises and at SDCCC.

Covered persons include: All SDCCC employees.

Adopted by Board of Directors on October 22, 2004
Amended by Board of Directors on September 19, 2017
Amended by the Board of Directors on February 21, 2018
The purpose of this policy is to ensure a non-offensive working environment free of harassment and intimidation.

The San Diego Convention Center Corporation prohibits harassment, of any type, in the workplace. The term harassment includes sexual harassment and other prohibited conduct described below of employees, job applicants and contractors by any other employee, job applicant, contractor, vendor, or customer. It is the policy of SDCCC to treat all employees, applicants, and contractors with respect. No employee, applicant, or contractor is to be subjected to harassment or conduct that creates an intimidating or offensive work environment.

Conduct prohibited by this Corporate Policy includes, but is not limited to:

(a) unwelcome or derogatory comments regarding a person’s race, color, ancestry, ethnic heritage, mental or physicality disability, age, appearance or other classifications protected by law;

(b) sexist or religious comments, jokes or slurs;

(c) threats of violence, bodily harm, hitting, pushing or other aggressive physical contact, or physical intimidation using inappropriate gestures;

(d) unwelcome sexual advances, requests for sexual favors, inappropriate physical conduct, and other verbal or physical conduct of a sexual nature; and

(e) the distribution (including through e-mail or other electronic means), or display in any work area, of written or graphic material that creates or has the potential to create an intimidating or offensive work environment.

Any person who violates the terms of this policy will be subject to disciplinary action up to and including termination of employment or of the work relationship, and any other appropriate action.
The purpose of this policy is to establish a general 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.

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, around the anniversary date of the President & CEO’s commencement of employment, 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. If desired, the Committee will also direct General Counsel to provide the Board with a confidential performance evaluation form to be completed by the Board members prior to the date of the board meeting set for the performance evaluation. The Board will meet at least once in closed session to 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. 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 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.

Approved by the Board of Directors March 22, 2017
In the ordinary course of business, SDCCC enters into contracts, licenses and other legal agreements, and executes other legal documents. Pursuant to California Nonprofit Corporate law and SDCCC’s bylaws, historically, the board of directors has delegated to the President and Chief Executive Officer the authority to execute such documents on the corporation’s behalf, subject to Policy 301: Procurement, Policy 523: Business Development – Events, Policy 524: Business Development – Partnerships, Sponsorships and Advertising, and Policy 525: Exclusive and/or Preferred Revenue Producing Contracts. The purpose of this policy is to memorialize this delegation of contracting authority and to empower the President and CEO to further delegate this authority.

Delegation of Authority

The President and Chief Executive Officer shall be authorized to make and enter into all contracts, licenses, and other legal agreements, and to execute legal documents on behalf of the corporation. Subject to the limitations set forth in Policy 301: Procurement, Policy 523: Business Development – Events, Policy 524: Business Development – Partnerships, Sponsorships and Advertising, and Policy 525: Exclusive and/or Preferred Revenue Producing Contracts, action by the board of directors shall not be required to create a legally binding obligation for the corporation.

The President and Chief Executive Officer is empowered to appoint persons employed by the corporation to serve in the capacity of Executive Vice President, Senior Vice President or Vice President and may, in her/his discretion and exercising sound judgment, delegate to such persons the authority of the President and Chief Executive Officer’s to execute contracts, licenses and other legal agreements, and other legal documents on behalf of the corporation.

Notwithstanding its delegation of authority as set forth in this policy, the board of directors shall retain the right to direct the President and Chief Executive Officer,
through the Chair of the Board, to present a particular contract or legal document to the board of directors for its approval.

**Implementation**

Procedures implementing this policy shall be set forth in the corporation's Administrative Manual.

Adopted by the Board of Directors April 27, 2007
Amended by the Board of Directors October 25, 2017
The San Diego Convention Center is a publicly built facility; however, the areas inside the facility which are licensed for private party use are not accessible to the general public. The purpose of this policy is to address non-licensed commercial activities and non-commercial expressive activities in the San Diego Convention facility and adjacent areas (including sidewalks) under the control of the San Diego Convention Center. Activities undertaken in the facility pursuant to a Convention Center License Agreement or other written permission are not subject to this policy.

A. Any solicitation, petitioning, surveying, demonstrating, campaigning, distribution of literature or other expressive activity taking place inside the facility or parking structure is prohibited.

B. Selling or vending any merchandise or goods, including but not limited to jewelry, food stuffs, candles, flowers, badges and clothing is prohibited.

C. The San Diego Convention Center has an interest in preserving public safety, health and peace, protecting the cleanliness and aesthetic quality of the community, preserving fair competition and the orderly flow of pedestrian and vehicular traffic and preventing property damage. In order to accomplish these goals, the following activities on property adjacent to the facility which is controlled by the San Diego Convention Center (including sidewalks) are prohibited:

1. Any activity that blocks pedestrian or vehicular traffic, including parading, picketing or demonstrating that blocks pedestrian or vehicular traffic.

2. Any activity that presents a substantial or unwarranted danger to the health or safety of pedestrians, employees, invitees, licensees, spectators or others.

3. Any threatening, harassing or intimidating activity, or any activity likely to provoke disorderly conduct or a violent response.

4. Littering, defacing or destroying the property of the Convention Center or any of its licensees, contractors, subcontractors or other invitees.

5. Unduly disruptive or disorderly conduct.
6. Activity that substantially disrupts the business operations of adjacent businesses.

7. Any activity taking place within 10 feet of any entrance, exit, ticket window or queue of patrons, including solicitation and gathering signatures within such areas.

8. Aggressive activity, including aggressive solicitation of money, signatures or other aggressive solicitation.

9. Activity which violates any state, local or federal law.

D. Permits

1. No more than twenty-five (25) people organized for a common purpose may be present on the property adjacent to the facility without a permit.

2. Applications for permits are available from the General Manager. Applications must be submitted 10 business days before the proposed activity. The General Manager will provide a written response at least 5 business days before the proposed activity indicating whether the permit has been granted, denied or granted with reasonable time, place and manner requirements. If the permit is being denied or granted with reasonable time, place and manner restrictions, the General Manager’s written response shall contain specific factual findings consistent with subparagraph 4 below stating the reasons for the decision.

3. The San Diego Convention Center’s decision to grant, deny or grant a permit with reasonable time, place and manner requirements shall not be made with regard to the content of the activity.

4. The General Manager may deny, revoke or grant the permit with reasonable time, place and manner restrictions for any of the following reasons:

   a) The activity is the type prohibited in Section B.

   b) The activity is proposed for a time and place for which another permit has been issued to a prior applicant and allowing both activities would be incompatible.

   c) The applicant or the person or entity on whose behalf the application for a permit is made has on a prior occasion damaged San Diego Convention Center property or engaged in activity prohibited in Section B.

   d) The application contains materially incomplete, false or misleading information.

Adopted by the Board of Directors on April 25, 2008
Amended by the Board of Directors on March 18, 2011
Amended by the Board of Directors on April 18, 2018
PURPOSE

The San Diego Convention Center Corporation (SDCCC) is committed to sound legal and ethical business practices in the maintenance of its records. The purpose of this policy is to provide guidance for (a) the identification, retention and maintenance of records necessary for the proper functioning of SDCCC, in the manner required by applicable laws, regulations and best industry practices; (b) the responsible destruction of records which no longer need to be retained; and (c) the actions and practices of the members of the Board, officers and employees of SDCCC, with respect to their retention and maintenance of SDCCC records.

POLICY

It is the policy of SDCCC to retain its business records for the period of time required by applicable laws, regulations and industry practices, including by way of example and not limitation the California Public Records Act and the Ralph M. Brown Act. The Board shall retain its discretion to make policy decisions on records and retention schedules that are not otherwise dictated by applicable laws. As part of SDCCC’s Records Management Program, the record retention timetable attached hereto as Appendix A, is adopted to address the high cost of storing, indexing and handling records that become outdated and redundant, and which neither the law nor prudent business practices require retaining. Notwithstanding the foregoing, the Board reserves the right, in its discretion, to revise or revoke this Policy at any time consistent with applicable law and business practices.

GUIDELINES

All business records are covered by this policy. A “business record” is any paper or electronic representation of activities performed on behalf of SDCCC by its Board, officers and employees and includes, but is not limited to the following:

(a) Any document that would be considered a “public record” as that term is defined in the California Public Records Act (California Government Code
section 6250 et seq), and any document required to be retained pursuant to the Ralph M. Brown Act (California Government Code section 54950 et seq);

(b) Notes, memoranda, letters, e-mails, reports, contracts and other data;

(c) All records regardless of location, including individual offices, and any records that would generally be stored in SDCCC’s offices but which have been temporarily been relocated to an offsite location;

(d) All records regardless of the method or manner of storage including, hardcopy, audio recordings, computer disks or other electronic formats.

Except for records that are maintained offsite by a third party pursuant to a contractual arrangement with SDCCC (e.g. certain payroll records), it shall be the policy and practice of all SDCCC Board members, officers and employees to maintain SDCCC’s business records on site at the appropriate SDCCC office unless a particular assignment or function warrants the removal of the record to an offsite location. Such incidents of removal shall be kept to a minimum and shall be considered temporary, so as to avoid or minimize the confusion that may result from having official SDCCC business records located in a place that is otherwise not subject to SDCCC’s control or jurisdiction. Any record maintained offsite as a matter of course should be clearly identified as such on the Inventory (see below).

ADMINISTRATION

1. Administrator. The Records Administrator of this Policy shall be the SDCCC President & CEO, who may delegate any of the responsibilities hereunder to such other senior staff as the President determines can best meet SDCCC’s obligations hereunder. The Records Administrator shall supervise and oversee the retention, maintenance and destruction of SDCCC records in accordance with this Policy; shall maintain a written record documenting any actions taken with respect to SDCCC records hereunder; and shall periodically review and make recommendations to the Board regarding proposed adjustments to the Policy.

2. Scope of Application. All Board Members, officer and employees of SDCCC must comply with this Policy. Board Members should affirm their individual and collective understanding of its requirements. Officers and employees will be apprised of this Policy by reference in the Employee Handbook. Contracts with third parties should also
include a clause wherein the third party agrees to abide by this Policy with respect to SDCCC records.

3. Records Inventory. As soon as practicable following the adoption of this Policy, and periodically thereafter (but not less frequently than once per year) the Records Administrator shall direct appropriate personnel in each SDCCC department to compile an Inventory of the records within that department’s possession, custody or control, including the type, location and method/media of storage for each record. The Records Administrator shall work with each Vice President or other senior employee staff to generate the Inventory, with the intent of providing a level of information and detail that will allow the Records Administrator or designee to readily identify records for (a) the timely response to a legal proceeding or Public Records Act or Brown Act request, or (b) as needed for any other SDCCC business purpose.

4. Records Retention Schedule. This Policy includes a Schedule that should be followed in the maintenance and destruction of SDCCC business records. The Schedule is intended to reflect the good-faith determination by the Records Administrator, in consultation with the Board, legal counsel and senior staff, as to an appropriate time for retention and destruction of a record, given each record’s legal, administrative, fiscal or practical usefulness. Subject to applicable requirements of law, any record that has ceased to serve SDCCC’s legitimate business purposes should be destroyed or archived.

It shall be the duty of the Records Administrator, in consultation with legal counsel, to advise the Board of any changes in the law or best practices that would require or suggest an amendment to the Schedule. Regardless of any changes in the law or industry practices, the Records Administrator and Board should review and approve this Policy and Schedule at least once every five years to ensure they accurately and completely reflect SDCCC’s practices.

5. Suspension of Document Destruction. If SDCCC becomes reasonably aware that there is a potential for litigation, audit, or other government investigation involving SDCCC or records in its possession, any document destruction efforts must stop and all reasonable efforts must be undertaken to preserve the relevant records (by way of a “Legal Hold” or other designation clearly identifying the reason for the suspension of destruction). The Records Administrator shall develop a process to timely and effectively notify persons in possession of such records that any destruction must stop until subsequent notice expressly permitting a resumption of the destruction schedule with respect to any such records. Board Members, officers and employees are encouraged to
report to the Records Administrator information they may obtain regarding any potential for litigation, audit or investigation.

Officers and employees of SDCCC who violate any part of this Policy, or any directive issued under this Policy, shall be subject to discipline, up to and including immediate suspension or termination of employment.

RETENTION SCHEDULE

The following is intended to provide guidance as to the length of time each record should generally be retained. The Records inventory for each department shall specify in more detail (a) the location and method or means of storage, (b) whether such record will be destroyed or archived at the end of the Schedule retention period, and (c) any consideration or feature of a particular record that warrants a departure from the Schedule set forth below.
<table>
<thead>
<tr>
<th>Type of Document</th>
<th>Retention Period</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Corporate</strong></td>
<td></td>
</tr>
<tr>
<td>Articles of Incorporation</td>
<td>Permanent</td>
</tr>
<tr>
<td>Bylaws</td>
<td>Permanent</td>
</tr>
<tr>
<td>Other Corporate Filings</td>
<td>Permanent</td>
</tr>
<tr>
<td>IRS Tax Exemption applications, determinations</td>
<td>Permanent</td>
</tr>
<tr>
<td>State tax exemption applications, determinations</td>
<td>Permanent</td>
</tr>
<tr>
<td>Tax or employer ID designation</td>
<td>Permanent</td>
</tr>
<tr>
<td>Board and Committee Meeting Minutes</td>
<td>Permanent</td>
</tr>
<tr>
<td>Board Policies</td>
<td>Permanent</td>
</tr>
<tr>
<td>Board Resolutions</td>
<td>Permanent</td>
</tr>
<tr>
<td>Conflict of Interest Code and Records (Form 700)</td>
<td>7 years</td>
</tr>
<tr>
<td>Gift reporting and other FPPC reports</td>
<td>7 years</td>
</tr>
<tr>
<td>Administrative Policies</td>
<td>Current plus previous version</td>
</tr>
<tr>
<td>Correspondence and Memoranda (electronic or Hard copy)</td>
<td>1 year</td>
</tr>
<tr>
<td>Board meeting recordings</td>
<td>2 Years</td>
</tr>
<tr>
<td>Board meeting minutes</td>
<td>Permanent</td>
</tr>
<tr>
<td><strong>Financial</strong></td>
<td></td>
</tr>
<tr>
<td>Accounts Payable – Fixed Assets</td>
<td>4 years after asset is disposed of</td>
</tr>
<tr>
<td>Accounts Payable – other than fixed assets</td>
<td>4 years after payment made</td>
</tr>
<tr>
<td>Accounts Receivable (other than from revenue generating contracts with term exceeding 50 days)</td>
<td>4 years after payment received</td>
</tr>
<tr>
<td>Accounts Receivable from revenue generating contracts with term exceeding 50 days</td>
<td>6 years after last bond payment on Phase II Expansion bonds</td>
</tr>
<tr>
<td>Annual Financial Statements and records</td>
<td>Permanent</td>
</tr>
<tr>
<td>Monthly Financial Statements and records</td>
<td>4 years</td>
</tr>
<tr>
<td>Budgets/forecasts</td>
<td>Permanent</td>
</tr>
<tr>
<td>Audits</td>
<td>Permanent</td>
</tr>
<tr>
<td>General Ledger</td>
<td>Permanent</td>
</tr>
<tr>
<td>Bank Statements, Reconciliations and Deposit Slips</td>
<td>4 years</td>
</tr>
<tr>
<td>Invoices</td>
<td>4 years</td>
</tr>
<tr>
<td>Business Expenses</td>
<td>4 years</td>
</tr>
</tbody>
</table>
Expense Reimbursement records, including supporting documentation 4 years
Credit Card receipts 3 years

Tax
- Annual Form 990 Permanent
- Payroll registers Permanent
- Tax returns Permanent
- Form 1099s 7 years
- W-2 statements Permanent

Operations
- Business licenses 7 years after expiration
- Copyright records Permanent
- Building construction, blueprints, maps Permanent
- Equipment installation, maintenance, repairs and replacement Permanent
- Title and registration of vehicles Current plus 7 years
- Servers, network shared drives, back-ups 1 year
- Sales and Marketing leads, advertising, promotional materials, surveys 4 years
- Press releases, news clips, external presentations 4 years
- Event files (including but not limited to License Agreements and amendments; convention, housing and restaurant services contracts) 4 years after event

Employment and Personnel
- Personnel files, including disciplinary and investigative, medical and worker’s compensation files 4 years after termination
- Retirement and Pension Records Permanent
- Health insurance and benefit plans Current and previous 4 years
- Employment applications and resumes 4 years after termination
- Employee evaluations 4 years after termination
- Individual time records 3 years after termination
OSHA files 4 years
EEOC reports 4 years
Union arbitration/grievance proceedings 4 years after completion of proceedings
Job descriptions and postings 4 years
Employee handbooks Current and immediately previous version

**Insurance**

Property, D&O and Worker’s Compensation Current plus previous 3 years
General Liability (including coverage for construction activities) 10 years
Insurance Claims records Permanent
Incident Reports 4 years after date of incident

**Contracts**

Employment contracts 7 years after termination
Labor contracts 4 years after termination
EOCP compliance records 4 years
Vendor and Service contracts (other than revenue generating contracts with term exceeding 50 days) 4 years after completion of performance

Revenue contracts with term exceeding 50 days 6 years after last bond payment on Phase II Expansion bonds
Construction contracts 10 years after notice of completion of project
Contracts (other than specifically designated) 4 years after termination
Property deeds, leases and purchase/sale agreements Permanent

**Legal/Executive**

Legal opinions Permanent
President’s reports Permanent
Employee committee minutes Permanent
Litigation files and administrative claims 4 years after final resolution of proceedings
RFPs/RFQs/RFIs, and responses from unsuccessful proposers 2 years after award of contract or termination of solicitation process

Adopted as Revised by the Board of Directors on April 25, 2008
Adopted as Revised by the Board of Directors on October 24, 2012
Adopted as Revised by the Board of Directors on January 21, 2015
Adopted as Revised by the Board of Directors on September 16, 2015
The purpose of this policy is to provide guidelines governing the use of electronic business tools provided by the San Diego Convention Center Corporation.

The San Diego Convention Center Corporation provides certain employees and contractors access to Corporation owned computer, e-mail, Internet, fax machines, telephone and voicemail systems and related software ("Electronic Systems"), as a business tool to assist them in carrying out SDCCC business and performing their jobs responsibilities and duties. All other SDCCC policies including, but not limited to policies relating to harassment, confidentiality and proprietary information, and records retention, apply to all users of Electronic Systems.

It is the policy of SDCCC that all Electronic Systems, including any data, files or images, contained therein are considered business records owned by and subject to SDCCC’s right of inspection, review or disclosure, without prior notice, for any business purposes, or as required by law.

Communications via e-mail, fax or in writing to SDCCC’s legal counsel, which are subject to the attorney/client privilege, should be clearly identified as follows: “CONFIDENTIAL/ATTORNEY-CLIENT PRIVILEGED”.

The use of passwords to protect against unauthorized access should not be construed as a guarantee of privacy. Users of Electronic Systems should not assume communications are private. Subject to SDCCC’s Record Retention policy and procedures, employees and contractors should be aware that all data deleted from an individual’s computer, e-mail or voicemail, are not necessarily erased from all Electronic Systems, but may be subject to a back-up or recovery procedure for a variable timeframe. Although SDCCC does not routinely monitor or access employee or contractor communications directly, individual use patterns are monitored for cost analysis, budgeting and technical resource management.
In addition to other restrictions and procedures imposed by SDCCC policies, users of Electronic Systems:

- may not copy, use or transfer copyrighted materials without appropriate authorization or license, and must respect copyrights of third-parties and their ownership claims in images, text, video and audio materials, software, information and inventions;

- may not download files or images unless there is an explicit business-related use for the materials;

- may not download entertainment or software games, or play games against opponents over the Internet;

- may not access or introduce anything into the Electronic Systems without proper Anti-virus software installed and enabled at all times;

- may not download or expose co-workers to offensive materials covered under the Corporate Policy prohibiting harassment in the workplace; and,

- must respect the confidentiality of other individual’s electronic communications and may not monitor, intercept, or hack into another person’s Electronic Systems, except in cases where SDCCC has granted explicit authorization.

Adopted by the Board of Directors on April 25, 2008
Amended by the Board of Directors on June 20, 2018
SAN DIEGO CONVENTION CENTER CORPORATION
CORPORATE POLICY

Subject: POLITICAL ACTIVITIES AND CONTRIBUTIONS
Policy No.: 512
Date: April 25, 2008
Page: 1 of 1

The purpose of this policy is to express San Diego Convention Center Corporation’s strong belief in the democratic process and to encourage its employees to take an active interest in fostering principles of good government in the communities in which they live, in compliance with the law.

It is the policy of the San Diego Convention Center Corporation that no manager, employee, director, contractor or vendor shall apply any pressure, direct or implied, on any other employee, director, vendor or contractor (“Covered Person”) that infringes upon such individual’s right to decide whether, to whom and in what amount a personal political contribution is to be made.

Each Covered Person remains free, of course, to spend their own personal time and funds supporting political candidates and issues in a lawful manner, provided in so doing they do not identify themselves as employed by, or representing SDCCC, and further provided that such person does not seek, nor is reimbursed by SDCCC for any such activities.

Some political conduct which is permitted and encouraged by individuals is unlawful for corporations, such as the San Diego Convention Center Corporation, which is a non-profit, public benefit corporation. Corporate political contributions for federal and most state elections are generally illegal. No direct or indirect contribution or expenditure of SDCCC funds or assets may be made in connection with any election or other political activity, without the prior approval of the General Counsel. This prohibition on contributions or expenditure of SDCCC funds or assets extends, in addition to any direct or indirect payment, loan, deposit or guarantee, to the performance of services and the furnishing of anything of value by any employee or director as part of his or her duties for SDCCC.

Adopted by the Board of Directors on April 25, 2008
Amended by the Board of Directors on April 18, 2018
SAN DIEGO CONVENTION CENTER CORPORATION
CORPORATE POLICY

Purpose

This policy describes the risk management policy of the San Diego Convention Center Corporation (SDCCC).

Policy

SDCCC operates in a dynamic environment and the Board of Directors (Board) recognizes the importance risk management plays in the corporation’s ability to fully capitalize on opportunities, and to mitigate potential loss.

Consistent with the corporation’s policies vesting day-to-day business operational authority in management, the President and CEO shall be responsible for identifying, evaluating and assessing the risk inherent in any major undertaking or business decision. Significant risks shall be reported to the Board at the earliest practicable point. A significant risk is one that has a potential financial impact on the corporation in excess of One Hundred Thousand Dollars ($100,000).

When a significant risk is presented, the President & CEO shall identify risk treatment options and present its findings and recommendations to the Board for approval prior to implementing the business decision associated with the risk.

Adopted by Board of Directors on June 27, 2008
Purpose

To establish guidelines regarding the direct use of SDCCC’s name and good will in connection with the endorsement of a third party’s product, event, action, activity or service. This policy establishes a procedure to be followed when SDCCC is considering such support or endorsement.

Endorsement means a public statement of SDCCC’s support for a third party’s product, event, action, activity or service, or a public policy position (when deemed appropriate per the Corporation’s Brand Guidelines) use of SDCCC’s name and/or logo as a demonstration of its support.

Policy

SDCCC’s name, logo, or other identifier shall not be used by a third party for commercial promotional purposes or in support or opposition to a public policy decision except with prior written permission of SDCCC’s President and CEO, in cases of sponsorship, or as directed by the Board of Directors. SDCCC’s name or logo will not be placed on any product, event, action, activity, service or public policy that SDCCC has not had a role in developing. However, when SDCCC receives a request from a third party for an Endorsement, the Board of Directors will consider such request. If the Board determines that an Endorsement is appropriate, it shall authorize the President and CEO to provide written permission or a written statement of SDCCC’s support or opposition to the requesting party.

This policy does not apply to visitor, tourism or meeting industry products, activities, events or actions, or events occurring in the San Diego Convention Center. (In this case, use of the trademarked SDCCC logo should not be published (printed, web or digital) without the consent of SDCCC Communications Department).

Objective

The objective for an endorsement should include furthering SDCCC’s mission and/or goals, while maintaining the highest ethical standards and avoiding conflicts of interest and the appearance of conflicts.

Criteria
1) The endorsement must relate to SDCCC’s mission and/or goals.

2) The subject of the endorsement must have a clear benefit to SDCCC.

3) The endorsement must not promote interests that are not aligned with the interests of SDCCC.

4) The endorsement must not conflict with SDCCC’s policies or goals.

5) The endorsement cannot jeopardize SDCCC’s IRC Section 501c(3) tax exemption nor shall it involve the endorsement of a candidate in a political race.

6) Dissemination of the endorsement must be controlled or approved by SDCCC’s President and CEO or Chair of the Board of Directors.

Procedure

Step 1: Written Request

All requests for an endorsement by SDCCC must be made in writing and submitted to SDCCC’s President and CEO. The request must include the following information: 1) a clear statement of the action being requested of SDCCC; 2) a statement as to why SDCCC’s endorsement is being sought; and 3) identification of all governmental and visitor/tourism industry supporters and opponents of the subject of the endorsement.

Step 2: Staff Review

The President and CEO, or her/his designee, review the request for completeness and shall obtain any necessary additional information from the requestor or from other sources that will assist the Board in making a decision on the endorsement request, including any business or legal ramifications of approving an endorsement.

Step 3: Board Review and Action on Request

The request shall be placed on the agenda of the next scheduled board meeting, as an action item for the board of directors. The board shall consider the objective and criteria set forth above in making its determination on the request. An endorsement must be approved by a two-thirds vote of the directors present at the meeting. Additionally, the directors shall approve or direct the manner by which the endorsement will be disseminated.

Step 4: Communication of Decision and Dissemination of the Endorsement

The President and CEO will communicate the Board’s decision to the requester in writing (email or standard USPS mail).
Additional Requirements

If, in the opinion of SDCCC’s legal counsel, an endorsement approved by the board carries any risk of liability to SDCCC, the requester must agree, in writing, to indemnify, defend, and hold SDCCC, the Port of San Diego, and the City of San Diego harmless from any liability arising from the endorsement or the subject matter of the endorsement and agree in writing to any other necessary protections of SDCCC as recommended by SDCCC’s legal counsel.

Adopted as Revised by Board of Directors on June 25, 2010
Amended by the Board of Directors on April 18, 2018
Purpose

This policy establishes guidelines on the provision of legal services for the San Diego Convention Center Corporation (SDCCC).

General Counsel

SDCCC shall retain or employ an attorney or law firm to serve as its General Counsel (GC). The GC has a dual reporting relationship and reports directly to the Board of Directors (Board) and to the President and CEO. The GC has responsibility for the legal affairs of SDCCC and all legal proceedings affecting it and, subject to the direction of the President, oversees the provision of all legal services to SDCCC.

The Directors shall have full access to the GC for legal advice and services as required. The GC may initiate contact with Directors when, in the judgment of the GC, such communication is required in the best interests of SDCCC. The GC shall attend meetings of the Board and its Executive Committee, and such other committees as may be required or requested by the Board.

Outside Counsel

The Board may establish a panel of attorneys who possess expertise in the following specialized areas relevant to SDCCC’s business activities and needs including, but not limited to: General Business; Employment; Labor Relations; Real Property; and Business Litigation. The Board shall retain one or more attorneys in the designated specialized areas and determine the compensation to be paid such attorneys. The GC may refer matters appropriately to those panel attorneys as matters arise requiring their expertise. When a matter arises that calls for special expertise not represented by the panel attorneys, the Board may hire counsel to handle a particular matter or matters.

Attorneys shall be retained for two (2) year periods. Biennially, the Board shall review the panel of attorneys and either: (1) renew or extend the retainer agreements or (2) solicit and retain other attorneys.
Litigation

The GC shall submit reports and recommendations concerning litigation to the Board and the President & CEO, including risk assessment and analysis and recommendations on retention of litigation counsel. The Board must approve litigation counsel.

Independence of Legal Counsel

Each attorney representing the corporation is charged to exercise independent and professional judgment on behalf of the client, the San Diego Convention Center Corporation. The corporation acts in some circumstances through the Board of Directors. In most instances, the corporation acts through the President and CEO or his/her authorized representatives. All attorneys representing SDCCC shall have full access to the Directors, officers, and employees of the corporation for all purposes associated with representing the client; provided however that access to employees shall be coordinated with the President and CEO or the Chair of the Board.

Legal Services Budget

The budget for legal services required by the corporation shall be established by the President & CEO, after consultation with the Board and the GC.

Appointment, Compensation, Termination of Appointment and Evaluation of General Counsel

Appointment, compensation, and termination of the appointment of the GC shall be by the Board upon recommendation of or following consultation with the President & CEO.

Evaluation of the GC’s performance and the provision of legal services to the corporation generally shall be the responsibility of the Board and the President & CEO as they shall determine from time to time.

Adopted by Board of Directors on July 25, 2008
Purpose

This policy describes the parameters of the authority pursuant to which the Chief Executive Officer may (1) engage in negotiations on real property transactions or (2) obtain debt financing obligating the San Diego Convention Center Corporation (SDCCC).

Definitions

For purposes of this policy, “real property” includes the purchase or acceptance of either a fee ownership or leasehold interest in real property; “debt financing” refers to the loans, bonds or other debt instruments; and “negotiation” means any discussion with a third party regarding possible financial or other terms related to a specific property or properties, or debt instrument.

Policy

Prior to the CEO or his/her designee(s) undertaking any negotiations for the acquisition of real property or debt financing, the Board of Directors (Board) shall first approve (1) the business purpose for the negotiations; (2) the property or properties, or the nature and size of the proposed debt instrument, and (3) the party or parties with whom negotiations will occur.

Upon receiving approval, the CEO may negotiate within the parameters established by the Board, providing confidential updates to the Board from time to time as permitted by applicable law. The CEO shall consult with and obtain approval from the Executive Committee as needed on major terms of the negotiations, including but not limited to price, term or significant liability issues.

The final transaction shall be subject to Board approval and SDCCC shall not be bound by any negotiations prior to final Board approval.
SAN DIEGO CONVENTION CENTER CORPORATION
CORPORATE POLICY

Subject: Election of Officers and Committee Appointments

Policy #: 518

Date: October 30, 2009

Page: Page 1 of 2

Purpose

This policy is intended to define the process for the nomination and election of officers and committee members, and to set the periods of service ("term") for such elected officers and appointed committees and chairs.

Policy

1. Election of Officers

The Board of Directors of this corporation shall elect its officers annually no later than the last Board meeting of the calendar year (the “election meeting”). The terms of such officers shall commence on January 1 following the election and shall end on December 31 of the same year. The Chair of the Board shall announce the date of the election meeting as soon as practicable, but not later than thirty days prior to the election meeting.

On or before September 30 of the calendar year, the Chair of the Board shall appoint and announce a Nominating Committee consisting of at least three members of the Board. Members of the Nominating Committee should not be eligible for election to the position of Chair, but may be nominated for and elected to any other position. The Chair shall serve as the chair of the Nominating Committee unless he or she designates another committee member to serve in that role.

Any Board member may nominate another regular Board member for an elected officer position. A regular member of the Board may also nominate themselves. Nominations should be submitted to the Nominating Committee Chair at least thirty days prior to the election meeting. The Nominating Committee shall meet at least once before the election meeting to select the slate of officers for the election. The proposed slate shall be announced to the Board not later than one week before the election meeting, and shall be presented to the Board as an action item on the agenda for the election meeting.

The election may be conducted by voice vote or written ballot, in the sole discretion of the Board Chair.
2. **Appointment of Committees**

With the approval of the Board, the Chair of the Board shall appoint the members and chairs of the Corporation’s standing and ad hoc committees. The terms for committee chairs shall commence on January 1 and end on December 31 of the same year.

Adopted as Revised by the Board of Directors on October 30, 2009
Amended by the Board of Directors on March 21, 2018
SAN DIEGO CONVENTION CENTER CORPORATION
CORPORATE POLICY

Subject: Parliamentary Procedure
Policy #: 519
Date: April 17, 2009
Page: Page 1 of 1

Purpose

This policy is intended to adopt a guide for parliamentary procedures used to conduct meetings of the San Diego Convention Center Corporation’s Board of Directors.

Policy

In conducting its meetings, the SDCCC Board of Directors shall follow all applicable of California Public Law, particularly the Brown Act: Open Meetings Law, as well as SDCCC’s bylaws. To the extent they are unaddressed in these sources, issues of parliamentary procedure shall be resolved in accordance with Robert’s Rules of Order.

Adopted by Board of Directors on April 17, 2009
Reviewed/Re-Approved by the Board of Directors March 21, 2018
Purpose

The performance audit conducted by the City of San Diego in 2009 recommended that the Corporation should have a corporate policy that explicitly provides guidance to Board members regarding the performance of their responsibilities and duties, including their attendance at Board and Committee meetings. This policy is intended to provide that guidance.

Background

The California Nonprofit Integrity Act (set forth in the California Corporations Code) subjects directors of California nonprofits to two fiduciary duties – the duty of care and the duty of loyalty. Specifically, Corporations Code section 5231(a) states that

“A director shall perform the duties of a director, including the duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner that director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.”

Policy

A. Responsibilities and Duties, Generally

To meet these duties of care and loyalty, Board members should:

- become familiar with the mission and business of the Corporation and its relationship to the City of San Diego
- become familiar with the Corporate Policies, and with respect to those policies governing Board member conduct and activities, make every good faith effort to adhere to them
- exercise the level of oversight called for in the bylaws and Corporate Policies
- become familiar with the state laws applicable to the Board, including particularly provisions of the California Government Code that prohibit self-dealing; the Political Reform Act and Fair Political Practices Commission regulations, the Brown Act (California’s open meetings law) and the California Public Records Act

- become familiar with and comply with the Corporation’s Conflict of Interest Code, including limitations on self-dealing

- become familiar with and comply with ethics training requirements, as required by state law and as called for by the policies of the San Diego City Council applicable to the Corporation

- attend Board and Committee meetings (addressed in more detail below), and make every good faith effort to review and familiarize themselves with the materials provided in connection with the matters on Board and Committee meeting agendas

- exercise independent judgment in evaluating the course(s) of action available to the Corporation in any given situation

- maintain in confidence information acquired by the Board members in confidence

In fulfilling these duties and responsibilities, Board members are encouraged to ask questions of the President & CEO, the General Counsel, and other senior staff as appropriate, to inform themselves about the business of the Corporation and the matters that came before the Board. Board members are permitted to rely on the information, opinions, reports, financial statements and other information provide by the Corporation’s officers, employees, counsel and other professional or expert consultants, provided that the Board members have acted reasonably and in good faith after making the effort to understand the matters before them and the advice they are being given in connection with those matters. (Corporations Code section 5231(b)).

B. Attendance at Board and Committee Meetings

The viability and effectiveness of the SDCCC Board depends on the active, consistent participation of its Board members in the work of the Board and its Committees. Attendance at Board and Committee meetings is an integral part of each Board member’s duties. While the Board recognizes that individual Board members are volunteers who must accommodate several different demands on their schedules, the Board also desires to underscore the need for regular attendance at Board and Committee meetings. Board member attendance problems should be addressed early with the intent of encouraging and assisting each Board member to fulfill his or her attendance obligations.
Board members are expected to attend at least 75 percent of regularly scheduled Board meetings (excluding special meetings). Members are also expected to participate in at least one committee and to attend at least 50 percent of such committee meetings. For purposes of this policy, a Board member is considered to have “attended” a meeting when he or she remains in the meeting for at least half of the meeting in question. Board members will be kept apprised of the Corporation’s record of their attendance.

Any member of the Board may informally bring a perceived attendance problem to the Board Chair, who will thereafter bring the matter to the Executive Committee. If, in the opinion of the Executive Committee, a Board member’s absence from Board or Committee meetings is impairing the ability of the Board (or a standing committee of the Board) to function, the Chair may address the situation with the subject Board member. The Chair will report to the Executive Committee on the results of his or her meeting with the subject Board member.

If the subject Board member’s attendance improves, no further action need be taken. If, after this meeting, the Board member’s record of attendance has not improved, the Executive Committee may draw the attendance problem to the attention of the Board’s appointing authority and ask the appointing authority to intervene and help resolve the problem.

If the Board member having the attendance problem is a member of the Executive Committee, the remaining members of the Executive Committee shall be authorized to act without the participation of the subject Executive Committee member. In that event, however, the Chair shall also temporarily appoint at least one other Board member to the Executive Committee, on an ad hoc basis and solely for the purpose of considering whether to take the attendance problem to the appointing authority.

Adopted by the Board of Directors on October 30, 2009
Amended by the Board of Directors on July 30, 2010
Amended by the Board of Directors on March 21, 2018
SAN DIEGO CONVENTION CENTER CORPORATION
CORPORATE POLICY

Subject: BOARD RECORDINGS AND MINUTES
Policy #: 521
Date: January 21, 2015
Page: Page 1 of 1

PURPOSE

The San Diego Convention Center Corporation (SDCCC) is committed to transparency in its record keeping and easy public access of records kept in the normal course of business. The purpose of this policy is to expand upon and clarify the Retention Period of Board Meeting recordings and minutes so that officers, employees and the public will know how to gain access to these records.

POLICY

It is the policy of SDCCC to retain its business records for the period of time required by applicable laws, regulations and industry practices, including by way of example and not limitation the California Public Records Act and the Ralph M. Brown Act. The Board shall retain its discretion to make policy decisions on records and retention schedules that are not otherwise dictated by applicable laws. Pursuant to Appendix A of Policy #510, Board meeting recordings are kept for two (2) years and Board minutes are kept permanently. It shall be SDCCC’s policy to advise the public of this schedule in the appropriate place on its website and on copies of all written minutes of the Board. It shall also be the policy of the Board to include in the Board minutes and on the website, instructions about how to make a California Public Records Act request for Board minutes and/or recordings.

Approved by Board of Directors on January 21, 2015
Reviewed/Re-Approved by the Board of Directors March 21, 2018
SAN DIEGO CONVENTION CENTER CORPORATION

CORPORATE POLICY

Subject: ELECTRONIC COMMUNICATIONS REGARDING SAN DIEGO CONVENTION CENTER CORPORATION BUSINESS

Policy#: 522

Date: April 20, 2017

Page: Page 1 of 1

Purpose

The purpose of this policy is to establish a general process for using electronic communications regarding San Diego Convention Center Corporation (SDCCC) business.

Policy

As of the effective date of this policy listed above, all SDCCC employees shall use an electronic mail (“e-mail”) account issued by SDCCC if e-mail is used to communicate SDCCC business. The use of a personal e-mail account to communicate SDCCC business is prohibited unless the SDCCC e-mail account is copied on the communication. If an SDCCC employee receives an e-mail related to SDCCC business on his/her private email account, the SDCCC employee shall forward the e-mail with SDCCC business to his/her SDCCC e-mail account.

SDCCC board members shall be issued SDCCC e-mail accounts. SDCCC board members are strongly encouraged to use an e-mail account issued by SDCCC to communicate regarding all SDCCC business. When using personal e-mail accounts, if e-mail communications are with SDCCC employees, then those communications shall be captured by the SDCCC employees’ e-mail. If, however, board member e-mail communications do not include any SDCCC employees, the SDCCC board member shall forward the e-mail with SDCCC business to his/her SDCCC e-mail account.

Text messages regarding SDCCC business (those that are made or retained for the purpose of preserving the informational content for future reference) are not allowed to be conducted on personal cell phones, smart phones or other private electronic devices as they cannot be properly managed or retained.

Adopted April 20, 2017
Reviewed/Re-Approved by the Board of Directors March 21, 2018
Subject: Business Development - Events
Policy #: 523
Date: September 19, 2017
Page: 1 of 1

Purpose: To establish a policy and general guidelines for developing, owning, co-owning, or co-promoting events between the San Diego Convention Center Corporation (“Corporation”) and other parties to generate additional net revenues for the San Diego Convention Center and enhance hotel room night utilization and overall economic impact to San Diego.

Scope: The San Diego Convention Center Corporation to develop, own, co-own, or co-promote events on its own or by entering into contracts with another entity, or a promoter, or a producer. The contracts should not exceed $100,000 in incremental gross expenses incurred directly by the Corporation.

Policy: The Board of Directors delegates the authority to the President & CEO, after consultation with the Sales & Marketing Committee, to approve and execute all contracts, contract amendments, and contract extensions pertaining to the Scope of contracts identified above.

Adopted by Board of Directors on September 19, 2017
SAN DIEGO CONVENTION CENTER CORPORATION
CORPORATE POLICY

Subject: Business Development – Partnerships, Sponsorships, and Advertising
Policy #: 524
Date: September 19, 2017
Page: 1 of 1

Purpose: To establish a policy and general guidelines for developing mutually beneficial strategic marketing partnerships, marketing sponsorships, and advertising between the San Diego Convention Center Corporation (“Corporation”) and third parties, and to ensure that such opportunities generate additional revenues or reduce expenses and enhance the operation, promotion, and reputation of the San Diego Convention Center.

Scope: Marketing Partnership, Marketing Sponsorship, and Advertising. An agreement between the Corporation and a third party (“Partner”), wherein the Partner provides cash and/or in-kind services or goods to the Corporation in return for recognition and/or access to the commercial marketing potential associated with the Corporation’s promotion of the facilities it operates. Marketing Partnership, Marketing Sponsorships, and Advertising may involve a program, project, event or facility. This policy applies to contracts that have a cumulative threshold value of $500,000, or that exceed 5 years in duration.

Policy: The following general principles are inherent in the adoption of this policy and serve as guidelines for implementation of Business Development – Partnerships, Sponsorships, and Advertising consistent and in accordance with the Corporation’s established business policies, procedures and practices:

- It is in the best interests of the Corporation, consistent with and in furtherance of its specific purposes, to enter into mutually beneficial business relationships that generate revenue and/or reduce expenses.

- Marketing Partnerships, Marketing Sponsorships, and Advertising may include the Partner’s, Sponsor’s, or Advertiser’s name and/or business logo in connection with the marketing and/or identification of the program, project, event or facility.

- The Board of Directors delegates the authority to the President & CEO, after consultation with the Sales & Marketing Committee, to approve and execute all contracts, contract amendments, and contract extensions pertaining to the Scope of contracts identified above.

Adopted by Board of Directors on September 19, 2017
SAN DIEGO CONVENTION CENTER CORPORATION
CORPORATE POLICY

Subject: Exclusive and/or Preferred Revenue Producing Contracts
Policy #: 525
Date: September 19, 2017
Page: 1 of 1

Purpose: To establish a policy and general guidelines for review and approval of the San Diego Convention Center Corporation’s major revenue producing contracts that provide exclusive and/or preferred services to events at the San Diego Convention Center.

Scope: Three criteria define revenue producing contracts that fall within this policy as follows:

1) Nature of services provided – contracts that may be considered under this policy provide services to events that are contractually exclusive and/or preferred.

2) Extent of revenues to be received – contracts that fall under this policy include all contracts meeting the first criteria and whose cumulative revenue stream provided to the Corporation over the term of the contract is anticipated to be in excess of $500,000.

3) Length of contract – contracts that fall under this policy include all contracts meeting the first criteria and whose term is in excess of five years.

Revenue stream within Criteria 2) above is defined as commission and incentive cash payments received by the Corporation, capital investments by the contractor that become the property of the Corporation upon completion of the capital investment and value of in-kind exchanges received by the Corporation from contractor.

For purposes of this Policy, contract amendments and extensions are added on a cumulative basis as it pertains to Criteria 2) and 3) above. Thus, for example, an initial four year contract valued at $200,000 would not be required to go to the Board for approval, but a two year extension valued at $100,000 would require Board approval as it meets Criteria 3) threshold.
**Policy:** The Board of Directors shall authorize execution of all contracts, contract amendments and contract extensions pertaining to the Scope of contracts identified above.

Adopted by Board of Directors on September 19, 2017
PURPOSE: To establish a special status for former Directors.

POLICY STATEMENT:

1. The San Diego Convention Center Corporation (Board) wishes to recognize the long and faithful service of certain members of this community who have given unselfishly of their time and energy in formulating the policies which have guided development of San Diego Convention Center.

2. The Board wishes to recognize that the dedication and devotion which necessarily accompany active participation in this community service are not terminated with the expiration of terms of office or with departure from the active roster of Directors.

3. The Board with the adoption of this policy, hereby establishes the honorary position of Director Emeritus.

4. The Board, by adoption of this policy directs the staff of the San Diego Convention Center to include Directors Emeritus on the mailing list for communication.

5. The Board, by adoption of this policy hereby extends special invitation to all Directors Emeritus to attend regular meetings of the Board.

6. Former Directors who have held office for a period of at least 48 consecutive months and have served as Chair, since the formation of the Board are eligible for appointment to Emeritus status.

7. The Board further finds that Directors Emeritus are a public resource which should be utilized for the benefit and furtherance of the San Diego Convention Center in that Directors Emeritus have given to the public service and have gained valuable experience in San Diego Convention Center activities and responsibilities. As such, they constitute a sole source to provide a continuity and knowledge in the progress and development of the San Diego Convention Center.

8. In furtherance of the benefits to be derived by the Convention Center, the Chair of
the Board may authorize Directors Emeritus to participate in meetings and conferences of organizations in which the San Diego Convention Center is an active member, limited to a period of time not to exceed one (1) year, commencing on the date any such Director is no longer a member of the Board, and subject to the following restrictions:

8.1 The Chair shall determine the participation involves matters of current and continuing interest to the San Diego Convention Center.

8.2 Any authorization shall be limited to the designated meeting or conference and the current calendar year.

8.3 Any participation by a Director Emeritus shall be voluntary, without payment of any fee or other remuneration or monetary benefit, in an independent capacity and not as an officer, agent or employee of the San Diego Convention Center.

8.4 Results and significant information derived from participation at meetings and conferences shall be reported to and in a form as determined by the Chair.

Approved by the Board of Directors on February 21, 2018
SAN DIEGO CONVENTION CENTER CORPORATION
CORPORATE POLICY

Subject: Display of Objects/Works of Art within the Center
Policy #: 527
Date: January 26, 2021
Page: Page 1 of 3

Purpose:

To create a policy for review of proposed works of art/objects within the Convention Center. This policy does not cover any displays outside the walls of the Convention Center.

Policy:

When a donation or long-term loan of a work of art/object has been proposed, the President & CEO shall review the proposal and submit it to the Board for review and/or approval. Prior to submission to the Board, the President & CEO, or designee, shall contact the prospective donor to inform the donor of the Corporation’s donation policy and gather information about the proposal. The prospective donor shall meet with Corporation Staff and prepare written and visual documentation of the proposed donation. This documentation shall include, at a minimum, the following:

• Slides, drawings, photographs or a model of the proposed work;
• Biography of the artist/donor;
• Provenance of the work of art, if appropriate;
• Proposed site and installation plans;
• Cost of the work of art/object and budget for installation;
• Ongoing operating costs, if applicable;
• Maintenance requirements for the work of art/object;
• Conditions or limitations on the donation proposed by the donor;
• Contact information for the donor and the artist; and
• Fair market value to be determined by and independent professional appraisal.

Once the proposal is ready for submittal to the Board, the President & CEO will place an item on the Board agenda for an upcoming Board meeting.

The Board may consider the following criteria in making their decision:

• Aesthetic Considerations: To ensure works of art/objects of the highest quality, proposed donations must be accompanied with a detailed written proposal and visual documentation, the artist's professional resume and, if
appropriate, a current certified appraisal of the work of art/object. Additionally, the proposal should discuss the appropriateness and significance of the work of art/object within the Center in relation to the mission of the Center.

- **Financial/Legal Considerations:** Based on the cost of installation, the proposal should identify sources of funding for the project and the projected cost of operation, maintenance and repair of the work of art over the expected life of the Artwork. Careful consideration should be given to any proposed donation that will create substantial, ongoing costs for the maintenance and/or operation of the work of art/object.

- **Liability:** The proposal should discuss susceptibility of the work of art/object to damage and vandalism, any potential danger to the public and any special insurance requirements.

- **Environmental Considerations:** The proposal should address appropriateness of the work of art/object to the site and the scale and nature of the work of art in relation to its immediate physical and social context.

Upon reviewing the proposed donation, the Board shall decide to accept the donation, reject the donation, or accept the donation with conditions. The Corporation has no obligation to accept any proposal to display a work of art/object in the Center. The Corporation has the right to determine, at its sole and absolute discretion, what works of art/objects will be accepted for exhibit by the Corporation. To the extent possible, the Board should accept donations without contractual limitations on the future use, display or disposal of the work of art/object. Preference should always be given to unrestricted donations, as opposed to restricted donations. When appropriate, the Board shall ask the donor to provide funds to endow the maintenance of the work of art/object.

If the Board chooses to accept the work of art/object as a donation or a loan, with or without conditions, the Corporation shall obtain either a legal instrument of conveyance of title or an executed loan agreement as appropriate before the work of art/object can be placed within the Center. Any conditions the Board or donor places on a donation shall be stated in writing and attached to the instrument of conveyance. The agreement shall include, at a minimum, insurance and indemnification obligations. Once the work of art/object has been accepted and the legal documents have been executed, the Corporation shall coordinate with the donor all processes relating to the installation, maintenance, removal or relocation of work of art/object on Center property. The President & CEO, or designee, shall provide for appropriate recognition of the donor’s contribution to the Corporation.
The inside of the Convention Center is not a public space that is open to the public at any time. The Corporation reserves the right to require donors to comply with state, federal, or international laws.

Adopted by the Board of Directors on January 26, 2021