

RESOLUTION NUMBER R- 001297
DATE OF FINAL PASSAGE MAR 24 2006

WHEREAS, the San Diego Convention Center Corporation [SDCCC] was incorporated as a nonprofit California corporation in 1984, with the City of San Diego, a municipal corporation, as its sole member, in order to operate and manage the San Diego Convention Center; and

WHEREAS, on August 20, 1984, the City Council of the City of San Diego adopted a resolution approving the Articles of Incorporation and Bylaws of the SDCCC, as well as the agreement between the City of San Diego and the SDCCC to provide operating and maintenance services for the San Diego Convention Center, which is on file with the Office of the City Clerk as Resolution No. R-261419; and

WHEREAS, the Bylaws of the SDCCC provide that there shall be seven directors, all of whom shall be residents of the City or County of San Diego, who shall serve for three year terms and until their successors are elected; and

WHEREAS, the Bylaws further provide that the City of San Diego, acting through its City Council and in accordance with the City Charter, shall elect the Board of Directors of the SDCCC; and

WHEREAS, the San Diego City Charter provides that the Mayor has sole authority to appoint City representatives to boards, commissions, committees, and governmental agencies, unless controlling law vests the power of appointment with the City Council or a City Official other than the Mayor; and

WHEREAS, the California Corporations Code, the controlling law, does not vest the power of appointment in any given official or the City Council, it merely permits the bylaws to specify how board vacancies are filled; and

WHEREAS, in order to reconcile state corporations law and the City Charter, the Office of the City Attorney, in report R-2006-9 dated February 27, 2006, concluded that both the Mayor and the City Council should be involved in the process of electing the board of directors and, taking into consideration the Charter's intent to vest appointing authority in the Mayor absent controlling law, the Mayor has the appointment authority under the Charter, subject to the vote of the City Council confirming that appointment; and

WHEREAS, there will be four vacancies on the SDCCC board of directors due to the expired terms of Daniel McAllister and C. April Boling, each of which expired on December 1, 2005; the resignation of Wilmer Cooks, whose term expires December 1, 2006; and the resignation of Robert H. Gleason, whose term expires December 1, 2007; NOW, THEREFORE,

BE IT RESOLVED, by the Council of the City of San Diego, that the following appointments by the Mayor of the City of San Diego, to serve as directors of the SDCCC, for terms ending as indicated, be and the same are hereby confirmed:

<u>NAME</u>	<u>TERM ENDING</u>
Cheryl D. Kendrick (Point Loma, District 2) (Replacing Daniel McAllister, whose term expired)	December 1, 2008
Robert E. Nelson (Bankers Hill, District 3) (Replacing C. April Boling, whose term expired)	December 1, 2008
Chris W. Cramer (Point Loma, District 2) (Replacing Robert H. Gleason, who has resigned)	December 1, 2007

R- 301297

Cheryl A. Fisher (El Cajon) (Replacing Wilmer Cooks, who has resigned)	December 1, 2006
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BE IT FURTHER RESOLVED, that pursuant to Council Policy 000-13, for purposes of deliberation and consideration of appointment, it is determined that Cheryl A. Fisher is a resident of San Diego County, but not the City of San Diego, and has unique qualifications to serve as a member of the Board, therefore, a conscious exception to Council Policy 000-13 is hereby declared.

APPROVED: MICHAEL J. AGUIRRE, City Attorney

By Stephanie Rahlfs
Stephanie Rahlfs
Deputy City Attorney

SR:jb
03/07/2006
Or.Dept: Mayor
R-2006-785

I hereby certify that the foregoing Resolution was passed by the Council of the City of San Diego, at this meeting of MAR 20 2006.

ELIZABETH S. MALAND
City Clerk

By [Signature]
Deputy City Clerk

Approved: 3-24-06
(date)

[Signature]
JERRY SANDERS, Mayor

Vetoed: _____
(date)

JERRY SANDERS, Mayor

Passed by the Council of The City of San Diego on MAR 20 2006, by the following vote:

Council Members	Yeas	Nays	Not Present	Ineligible
Scott Peters	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Kevin Faulconer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Toni Atkins	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Anthony Young	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Brian Maienschein	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Donna Frye	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jim Madaffer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ben Hueso	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date of final passage MAR 24 2006.

AUTHENTICATED BY:

JERRY SANDERS
Mayor of The City of San Diego, California.

(Seal)

ELIZABETH S. MALAND
City Clerk of The City of San Diego, California.

By , Deputy

Office of the City Clerk, San Diego, California
Resolution Number <u>6 - 301297</u>