

RESOLUTION NUMBER R- **304122**
DATE OF FINAL PASSAGE **SEP 23 2008**

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, but 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 is one vacancy on the SDCCC board of directors due to the expired term of Kevin Tilden, who is termed out, and another member may be reappointed; NOW, THEREFORE,

BE IT RESOLVED, by the Council of the City of San Diego, that the following appointment and reappointment by the Mayor of the City of San Diego, to serve as directors of the SDCCC, for a term ending as indicated, be and the same is hereby confirmed:

<u>NAME</u>	<u>TERM ENDING</u>
Nikki Clay (Mission Hills, District 2) <u>(Replacing Kevin Tilden, who is termed out)</u>	December 1,2010
Chris Cramer (Point Loma, District 2) <u>(Reappointment)</u>	December 1, 2010

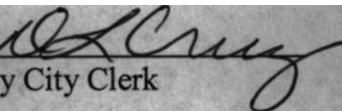
APPROVED: MICHAEL J. AGUIRRE, City Attorney

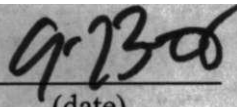
By 
Sharon B. Spivak
Deputy City Attorney

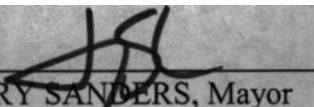
SBS:jdf
09/05/08
Or.Dept:Mayor
R-2009-261

I hereby certify that the foregoing Resolution was passed by the Council of the City of San Diego, at this meeting of fgFP 1 fi 2008.

ELIZABETH S. MALAND
City Clerk

By 
Deputy City Clerk

Approved: 
(date)


JERRY SANDERS, Mayor

Vetoed:
(date)

JERRY SANDERS, Mayor