

RESOLUTION NUMBER R- 309665

DATE OF FINAL PASSAGE APR 29 2015

A RESOLUTION OF THE COUNCIL OF THE CITY OF SAN DIEGO ADOPTING AMENDED AND RESTATED BYLAWS OF THE SAN DIEGO CONVENTION CENTER CORPORATION, INC.

WHEREAS, the City of San Diego (City) is the sole member of the San Diego Convention Center Corporation, Inc. (SDCCC);

WHEREAS, the original SDCCC bylaws (Original Bylaws), adopted in 1984, have not been revised since that time; and

WHEREAS, Article IX, section 1 of the Original Bylaws provides that the bylaws may be amended by the member; and

WHEREAS, the City has determined it is necessary and appropriate to revise the Original Bylaws to address the makeup of the SDCCC board of directors in response to changes to California corporation law, to provide for term limits for board members as recommend by the City Auditor, and to reflect current best corporate governance practices and changes the City has recently approved for other City-formed corporations; and

WHEREAS, City staff working with the City Attorney prepared Amended and Restated Bylaws to reflect the revisions; and

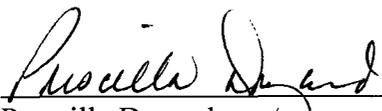
WHEREAS, the SDCCC board of directors considered the proposed Amended and Restated Bylaws at its meeting of March, 18, 2015, and recommended approval of the Amended and Restated Bylaws; and

WHEREAS, the City's Economic Development and Intergovernmental Relations Committee considered the proposed Amended and Restated Bylaws at its meeting of March 19, 2015, and unanimously recommended adoption of the Amended and Restated Bylaws by the City Council; and

WHEREAS, the City Council determines it is in the best interest of the City that the SDCCC have Amended and Restated Bylaws consistent with applicable law and reflecting best corporate governance practices; NOW, THEREFORE,

BE IT RESOLVED that the City Council of the City of San Diego hereby adopts the Amended and Restated Bylaws of the San Diego Convention Center Corporation, Inc., a copy of which is on file in the Office of the City Clerk as Document No. RR- 309665.

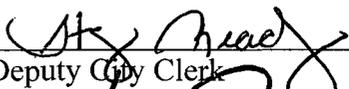
APPROVED: JAN I. GOLDSMITH, City Attorney

By   
Prescilla Dugard  
Deputy City Attorney

PMD:ccm  
March 20, 2015  
Or.Dept:Office of the Mayor  
Doc. No.: 980022

I certify that the foregoing Resolution was passed by the Council of the City of San Diego, at this meeting of APR 28 2015.

ELIZABETH S. MALAND  
City Clerk

By   
Deputy City Clerk

Approved: 4/29/15  
(date)

  
KEVIN L. FAULCONER, Mayor

Vetoed: \_\_\_\_\_  
(date)

\_\_\_\_\_  
KEVIN L. FAULCONER, Mayor

Passed by the Council of The City of San Diego on APR 28 2015, by the following vote:

Councilmembers	Yeas	Nays	Not Present	Recused
Sherri Lightner	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Lorie Zapf	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Todd Gloria	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Myrtle Cole	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mark Kersey	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Chris Cate	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Scott Sherman	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
David Alvarez	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Marti Emerald	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date of final passage APR 29 2015

(Please note: When a resolution is approved by the Mayor, the date of final passage is the date the approved resolution was returned to the Office of the City Clerk.)

AUTHENTICATED BY:

KEVIN L. FAULCONER  
Mayor of The City of San Diego, California.

(Seal)

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

By *Hy Macy*, Deputy

Office of the City Clerk, San Diego, California  
Resolution Number R- 309665