

**CITY COUNCIL OF THE CITY OF SAN DIEGO
SUPPLEMENTAL DOCKET NUMBER 1
FOR THE REGULAR MEETING OF
MONDAY, NOVEMBER 17, 2008 AT 2:00 P.M.
CITY ADMINISTRATION BUILDING
COUNCIL CHAMBERS – 12TH FLOOR
202 “C” STREET
SAN DIEGO, CA 92101**

ADOPTION AGENDA, DISCUSSION, OTHER LEGISLATIVE ITEMS

RESOLUTIONS:

ITEM-S400: San Diego Facilities and Equipment Leasing Corporation 2008 Bylaws.

[?View referenced exhibit back-up material.](#)

(Continued from the meeting of 11/10/2008, Item 207, at the request of Councilmember Frye, due to lack of time.)

CITY ATTORNEY’S RECOMMENDATION:

Adopt the following resolution:

(R-2009-153)

Declaring that the Original Bylaws are ineffective and of no further force and effect, and approving the 2008 Bylaws. The 2008 Bylaws shall, immediately upon the effective date of this Resolution, govern the operations of the Corporation for all purposes and the Corporation shall, at all meetings and in connection with all corporate actions taken after such effective date, operate pursuant to the provisions of the 2008 Bylaws;

Declaring that a copy of the 2008 Bylaws shall be filed by the City Clerk of the City with the California Secretary of State, together with a certified copy of this Resolution.

ADOPTION AGENDA, DISCUSSION, OTHER LEGISLATIVE ITEMS

RESOLUTIONS:

ITEM-S400: (Continued)

SUPPORTING INFORMATION:

The San Diego Facilities and Equipment Leasing Corporation, a California nonprofit charitable corporation (“Corporation”), was formed in 1998 to assist in the financing, acquisition, construction and improvement of certain capital facilities improvements for the City of San Diego (“City”). The City, as the sole Member of the Corporation, retained the power to amend the Corporation’s Bylaws through the City Council.

Those Bylaws originally contained cumbersome procedures, nonfunctional committees and audit requirements inconsistent with current law and practice. The original methodology for filling vacancies on the Board of the Corporation, for example, was described in two conflicting ways within the Bylaws; in one place, the Directors served ex officio during the term of their City position (City Attorney, City Auditor and City Manager), while in another, two remaining Directors were authorized to pick a third. The City Attorney’s Office retained the Law Firm of Fulbright & Jaworski L.L.P. to represent the Corporation and the attached revised new 2008 Bylaws are their recommendation to bring the Corporation into compliance with the Corporations Code and City practice and to clarify the application of the Brown Act to the Corporation’s meetings.

FISCAL CONSIDERATIONS: None.

PREVIOUS COUNCIL AND/OR COMMITTEE ACTION: None.

COMMUNITY PARTICIPATION AND PUBLIC OUTREACH EFFORTS: None.

OTHER RECOMMENDATIONS:

None. The proposed changes to the Corporation’s Bylaws are not subject to the review or approval of the Corporation’s Board.

KEY STAKEHOLDERS AND PROJECTED IMPACTS (if applicable): None.

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