



**SAN DIEGO TOURISM PROMOTION CORPORATION
BOARD OF DIRECTORS MEETING
San Diego Convention Center Corporation, Board Room
111 W Harbor Drive, San Diego CA92101
Thursday, September 4, 2008 10:00 a.m.**

MINUTES

Roll Call

C. Terry Brown, Chairman, called the meeting to order at 10:05 a.m.

Board members present: Terry Brown, Richard Bartell, Bill Evans, Mohsen Khaleghi, Bob Rauch, Joe Terzi, and Ray Warren

Board members absent: Luis Barrios and Patrick Duffy

Also in attendance: Lorin Stewart, Executive Director, John Lambeth, legal counsel, and Jere Batten from Batten Accountancy, Inc.

PUBLIC COMMENT: Convis gave a brief update on the status of the Zoom Airline bankruptcy and the state's efforts to promote California in the UK. There was also an update on MTV's upcoming feature of San Diego vs. New Orleans. Convis stated that they would make a presentation to the Board at the next board meeting regarding the UK marketing efforts.

PRESENTATION: Brown Act and Robert Rules of Order Presentation by John Lambeth - Mr. Lambeth reviewed the hierarchy of rules as they apply to the corporation: statutes, articles of incorporation, bylaws, Roberts Rules, and custom. He reviewed the application of the Brown Act to the Corporation and its standing committees. Mr. Lambeth discussed the need to post notice, mail notice (at the same time as the posting) to those who request it, and the need to limit discussion to only those items on the agenda. Mr. Lambeth discussed the "emergency" findings and "the need for immediate action" findings by a 2/3 vote that would be necessary for the Board to take action on items not on the agenda. Mr. Lambeth also explained the rules associated with the Public Records Act and reviewed the requirements of Robert's Rules of Order.

ACTION ITEMS:

1. There were no changes to the Minutes from the SDTPC Board of Directors meeting of July 17, 2008. They were approved without objection.
2. **RFP for Legal Services**
Lorin Stewart described the rules for RFPs as detailed in the contract between the City and the SDTPC. In order to be consistent with the contract, Lorin stated that the corporation needed to issue an RFP for legal services. A motion was made by Ray Warren to direct staff to issue an RFP for legal services.

There was a second by Richard Bartell. Yes 7, No 0, Abstain 0.

3. RFP for Audit Services for Return on Investment

The Board discussed the need to hire an outside consultant to audit the return on investment from various vendors. The Board discussed whether there is a need to have an outside consultant and to what extent the consultant would be engaged. There was discussion about the expertise of Board members and that the Board would be specifically reviewing ROI. The Board directed staff to gather additional information and bring this item back at a later date. There was no motion on this item.

4. Application Guidelines Draft 8.27.08a

There was discussion about the success of the August 28th application workshop. SDTPC received significant positive feedback about the workshop. Lorin Stewart commented that he had heard from many of the participants that the information presented was very helpful. Lorin Stewart presented the most recent draft of the application guidelines. He stated that the new version corrected errata contained in the prior version. A motion was made by Joe Terzi to approve the revised application guidelines. There was a second by Bill Evans. Yes 7, No 0, Abstain 0.

5. Meeting Calendar

There was discussion about the meeting calendar and the location for the meetings. There was discussion that the regular monthly meetings should be held on the third Thursday of every month. There was discussion about public access at the current meeting location at the Convention Center Board Room. The Board wanted to ensure that the public had access. A motion was made by Ray Warren to set the regular meeting date as the third Thursday of the month, to set the regular meeting place as the Convention Center Board Room, to direct staff to have a person stationed at the downstairs door to ensure public access, and to set a special meeting in December on the 2nd Thursday. There was a second by Joe Terzi. Yes 7, No 0, Abstain 0.

6. Reimbursement Package for Convis FY 2008

Staff presented the expense reimbursement for Convis to close out FY2008. It was noted that the expense lines in the reimbursement package correlated with the FY 2008 Convis Budget as presented in the PowerPoint at the May 14, 2008 SDTPC Board Meeting held in Convis' offices. Board members Evans and Khaleghi discussed the desire for additional supporting information in the future. A motion was made by Joe Terzi to approve the reimbursement request. There was a second by Ray Warren. Yes 6, No 0, Abstain 1 (Evans).

7. SDTPC Advance of Funds from the City

Lorin Stewart discussed the need for SDTPC to request an advance of funds pursuant to the agreement with the city in the amount of \$1.6 million to pay for ongoing SDTPC expenses and reimbursement to vendors. There was general discussion about the reimbursement process as outlined in the agreement with the City. A motion was made by Ray Warren to approve the request for an advance of \$1.6 million from the City. There was a second by Bob Rauch. Yes 7, No 0, Abstain 0.

Informational Items:

Chairman's Report

Chairman Brown indicated to the Board that Convis would be presenting an update on the UK marketing efforts at the September 18, 2008 Board meeting after the August 28, 2008 announcement that Zoom Airlines filed for bankruptcy. Chairman Brown also discussed the need for the formation of a strategic marketing committee.

Treasurer's Report

Joe Terzi gave an overview of the financial position of the Corporation. Jere Batten gave an update on the most recent collections and reimbursements from the TMD fund. She described the process for vendors to receive reimbursements from the SDTPC and for the SDTPC to receive reimbursements from the City. The Board discussed the current budget. Ray Warren requested additional detail as it relates to the projected budget. He desires more information about the budget overview to assist the Board with making specific decisions in the application process. Moshen Khaleghi requested budget projections for SDTPC's variable funding.

Executive Director's Report

Lorin Stewart reported on the success of the application workshop. He briefed the Board of Directors on recent media events and articles. He also mentioned that SDTPC's website is up and running. He encouraged all to view the new website. The website address is <http://www.sdtmd.org/>. He said the next Board meeting will be held September 18th at the Convention Center Board Room.

CONSENT:

5. None

6. Motion to Adjourn

The meeting was adjourned by Chairman Brown without objection at 12:09 p.m.

Approved _____
Luis Barrios, Secretary

Date _____