

**SAN DIEGO TOURISM PROMOTION CORPORATION
BOARD OF DIRECTORS MEETING
Town and Country Resort and Convention Center
500 Hotel Circle North, San Diego, CA 92108
Regency Tower – Le Sommet Room
Thursday June 19, 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: Richard Bartell, C. Terry Brown, Joe Terzi, Patrick Duffy, and Luis Barrios

Board members absent: Mohsen Khaleghi, Bob Rauch, Bill Evans, and Ray Warren

Also in attendance: Lorin Stewart, Executive Director and John Lambeth, legal counsel

PUBLIC COMMENT: None

ACTION ITEMS:

1. The Minutes from the SDTPC Board of Directors meeting of June 5, 2008 were approved. A motion to approve the minutes was made by Luis Barrios with a second from Joe Terzi. Yes 7, No 0, Abstain 0.

3. **San Diego Convention and Visitors Bureau Contract Approval**
The Board discussed the pending contract with San Diego Convention and Visitors Bureau and took action on the following items:

Issue 1: A proposal to change the budget language to read “proposed preliminary budget.” A motion was made by Joe Terzi, with a second from Luis Barrios, to accept the language change. Yes 5, No 0, Abstain 0;

Issue 2: A proposal to make the term of the contract five years. A motion was made by Joe Terzi to accept the five year term, with a second from Luis Barrios. Yes 5, No 0, Abstain 0;

Issue 3: A proposal to delete some of the language regarding quarterly reporting. The Board discussed the section and agreed upon the following language, “ Provide on at least a quarterly basis reports to SDTPC on the target and actual outcomes, by types of activities and specific marketing initiative, along with details of funds expended.” A motion was made by Richard Bartell to use the new language, with a second from Patrick Duffy. Yes 5, No 0, Abstain 0;

Issue 4: A proposal to reduce the 30 day time period for reimbursement to contractors. A motion was made by Luis Barrios, with a second from Joe Terzi, to leave section 5.3.1 as is. Yes 5, No 0, Abstain 0;

Issue 5: A proposal that section 6.1.1 read that a Contractor may face suspension of payments and other punishments after *being noticed first* and then failing to comply. The Board discussed an additional 14 day time period for response. A motion was made by Luis Barrios to accept the change in suggested language with the additional 14 day time period, with a second from Richard Bartell. Yes 5, No 0, Abstain 0;

Issue 6: A proposal to insert the “only” at the beginning of the third sentence in 6.2. A motion was made by Patrick Duffy with a second by Richard Bartell to accept the insert of the word “only.” Yes 5, No 0, Abstain 0;

Issue 7: A proposal to change to the language in section 6.3 to cause a default only upon a “knowing” misrepresentation. A motion was made by Joe Terzi, with a second from Luis Barrios, to leave the language in 6.3 as is. Yes 5, No 0, Abstain 0;

Issue 8: A proposal to modify the provisions giving the SDTPC ownership of documents. A motion was made by Luis Barrios with a second from Patrick Duffy to leave the language as is. Yes 5, No 0 Abstain 0;

Issue 9: A proposal to insert language requiring an attempt at mediation prior to filing an action. A motion was made by Joe Terzi, with a second from Luis Barrios, to accept the change to add the requirement of an attempt at mediation. Yes 5, No 0, Abstain 0;

Issue 10: A proposal to remove the bidding requirements in Exhibit D. The Board discussed adding the language, “to the extent required by the city” to the Procurement of Goods and Services section. A motion was made by Joe Terzi, with a second from Patrick Duffy to accept this additional language. Yes 5, No 0, Abstain 0.

A motion was made by Joe Terzi, with a second from Richard Bartell, to authorize Lorin Stewart to execute the Contract with the San Diego Convention and Visitor’s Bureau with the approved changes. Yes 5, No 0, Abstain 0.

- 4. San Diego North Convention and Visitors Bureau Contract Approval
The Board discussed the approval of the contract with the San Diego North Convention and Visitor’s Bureau, with changes from SDCVB contract. A motion was made by Richard Bartell, with a second from Luis Barrios, to approve the Contract and authorize Lorin Stewart to execute agreement. Yes 5, No 0, Abstain 0.**
- 2. SDTPC Standard Contract for Funded Entities
The board discussed the approval of a Master Vendor Agreement based on the changes made to the SDCVB contract. A motion was made by Patrick Duffy with a second from Luis Barrios to accept Master Vendor Agreement, with changes from SDCVB contract. Yes 5, No 0, Abstain 0.**
- 5. FY 2009 Contract Approval for Other District Management Plan Funded Groups**

The board discussed authorizing Lorin Stewart to obtain signed Contracts from the other groups detailed in the District Management Plan, based on the previously approved standard agreement. A motion was made by Luis Barrios with a second from Richard Bartell, to Authorize Lorin to execute the 8 contracts as listed in the Management District plan. Yes 5, No 0, Abstain 0.

Informational Items:

6. **Chairman’s Report**
Terry Brown reported on the focus of future Board meetings.
7. **Treasurer’s Report**
Joe Terzi reported on the collections of TMD/TOT.
8. **Executive Director’s Report**
Lorin Stewart gave a report to the Board on:
 - a. Administrative progress in terms of “start up”
 - b. SDTPC communications with Constituents
 - c. SDTPC press release
 - d. The application/guidelines workshop planned for August

CONSENT:

9. None
10. **Motion to Adjourn**
The meeting was adjourned without objection at 12:00 p.m.

Approved _____
Luis Barrios, Secretary

Date _____