

**SAN DIEGO TOURISM PROMOTION CORPORATION
BOARD OF DIRECTORS MEETING
San Diego Convention Center Corporation, Board Room
111 W. Harbor Drive, San Diego CA 92101 * Contact: 760-519-7995
Thursday, April 17, 2008 2:00 pm**

MINUTES

1. **Roll Call**
John Lambeth, Incorporator, called the meeting to order at 2:03 pm.

Board members present: Luis Barrios, Richard Bartell, C. Terry Brown, Patrick Duffy, Bill Evans, Mohsen Khaleghi, Bob Rauch, Joe Terzi, Ray Warren

Board members absent: None
2. **Public Communications**
Bob Nelson, Vice Chairman of the San Diego Convention Center Corporation welcomed the SDTPC to the Convention Center Board Room for its inaugural meeting.
3. **Information/Presentations**
John Lambeth reviewed the Resolution Appointing Initial Directors of the Board and Adopting Initial Bylaws. John Lambeth reviewed the initial Bylaws adopted by the Incorporator.

CONSENT:

4. None

ACTION ITEMS:

5. **Determine Board Member Initial Terms – Drawing by Lot**
Numbered lots were drawn by the Board, with the following results:

One (1) Year Term, Expiring June 30, 2009
Luis Barrios
Bill Evans
Joe Terzi

Two (2) Year Term Expiring June 30, 2010
C. Terry Brown
Mohsen Khaleghi
Bob Rauch

Three (3) Year Term Expiring June 30, 2011
Richard Bartell
Patrick Duffy
Ray Warren
6. **Election of Officers**
A motion was made by Richard Bartell with a second by Joe Terzi to nominate C. Terry Brown to serve as the initial Chairman of the Board.
Yes 9, No 0, Abstain 0.

A motion was made by Bill Evans with a second by Terry Brown to nominate Richard Bartell to serve as the initial Vice Chairman of the Board. Yes 9, No 0, Abstain 0.

A motion was made by Terry Brown with a second by Bob Rauch to nominate Joe Terzi to serve as the initial Treasurer. Yes 9, No 0, Abstain 0.

A motion was made by Bill Evans with a second by Joe Terzi to nominate Luis Barrios to serve as the initial Secretary. Yes 9, No 0, Abstain 0.

7. Agreement Between SDTPC and City
John Lambeth carefully reviewed the proposed contract agreement between the City of San Diego and the Corporation. Special emphasis was given to the sections of the agreement pertaining to Conflict of Interest and Political Activity language within the agreement. Extensive discussion ensued on both topics. The Chairman asked staff to research both of these issues further and report back to the Board at the next meeting.
8. Letter of Request for Operating Advance from City
Mike McDowell submitted a draft letter that requests an advance from the City of San Diego in the amount of \$50,000 for start-up administrative and operational expenses. This amount is consistent with the terms of the agreement with the City of San Diego. Motion to Approve (Terzi/Duffy) Yes 9, No 0, Abstain 0.
9. Letter of Request for Partial Reimbursement of Start-up Costs from City
Mike McDowell submitted a draft letter for submission to the City of San Diego that calls for reimbursements of start-up expenses for the creation of the Tourism Marketing District. The District Management Plan and the Agreement both specify a maximum of \$112,000 for start-up reimbursements. Motion to approve requests for reimbursement up to \$112,000 (Terzi/Barrios) Yes 9, No 0, Abstain 0
10. Job Description for Corporate Counsel
Mike McDowell submitted an outline that will become the basis for a job description for the position of Corporate Counsel. Input was requested from the Board. No action taken.
11. Job Description for CPA/Bookkeeper
Continued to next meeting.
12. Motion to Adjourn
There was a motion to adjourn. The meeting was adjourned at 3:35 pm without objection.

Approved _____

Luis Barrios, Secretary

Date _____