

**SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
WORLD TRADE CENTER SAN DIEGO, INC.**

Agenda

Thursday, July 25, 2024
10:00 AM

San Diego International Airport
Administration Building
1st Floor – Tuskegee Conference Room
2417 McCain Road
San Diego, CA 92101

Board of Directors

James Sly (SDCRAA)
Christina Bibler (City of San Diego)
Ann Moore (SDUPD)

CALL TO ORDER

ROLL CALL

NON-AGENDA PUBLIC COMMENT

Each individual speaker is limited to two (2) minutes.

Reports and Action Items

1. APPROVAL OF MINUTES

RECOMMENDATION: Approve the Minutes of the November 16, 2023, Board meeting.

2. ELECTION OF OFFICERS

3. CONFLICT OF INTEREST CODE

4. STATUS UPDATE ON 2024 WORKPLAN

Dr. Nikia Clarke, Executive Director, World Trade Center San Diego, and Lucas Coleman, Director, World Trade Center San Diego

5. UPDATE ON GLOBAL COMPETITIVENESS COUNCIL, LICENSE HOLDER DELIVERABLES

6. BOARD COMMENTS

7. ADJOURNMENT

STATE OF CALIFORNIA)
COUNTY OF SAN DIEGO)
SAN DIEGO COUNTY REGIONAL AIRPORT AUTHORITY)

I, Shawna Morales, Assistant Authority Clerk II, of the San Diego County Regional Airport Authority, hereby certify that at the hour of 4:55 p.m. I caused the posting of this notice on the bulletin board located on the first floor of the San Diego International Airport, SDCRAA Administration Building.

DATE: 07/19/24

SIGNATURE: _____

DRAFT
**MEETING OF THE BOARD OF DIRECTORS
OF WORLD TRADE CENTER SAN DIEGO, INC.**

Minutes

Thursday, November 16, 2023

2:00 PM

Port of San Diego

Don L. Nay Port Administration Boardroom 3165 Pacific Hwy.
San Diego, CA 92101

Board of Directors

Robert H. Gleason, Chair (SDCRAA)
Christina Bibler, Secretary (City of San Diego)
Daniel Malcolm, Jr., Treasurer (SDUPD)

CALL TO ORDER: Chair Gleason called the meeting of the Board of Directors of the World Trade Center San Diego, Inc. to order at 2:13 p.m., on Thursday, November 16, 2023, in the Port of San Diego's Don L. Nay Port Administration Boardroom, 3165 Pacific Hwy, San Diego, CA 92101.

ROLL CALL

Present: Board Members: Christina Bibler, Robert H. Gleason, Dan Malcolm
Absent: Board Members: None

NON-AGENDA PUBLIC COMMENT: None

REPORTS AND ACTION ITEMS

Chair Gleason announced that the November meeting will be his last serving on the Board for the World Trade Center San Diego. Mr. Gleason remembered and thanked the many colleagues that he has served with throughout the years.

1. APPROVAL OF MINUTES

RECOMMENDATION: Approve the Minutes of the May 18, 2023 Board meeting.

ACTION: Moved by Board Member Bibler and seconded by Board Member Malcolm to approve the minutes. Motion carried unanimously.

2. ELECTION OF OFFICERS FOR 2024

The Board tabled this item until 2024.

3. STATUS UPDATE ON 2023 WORKPLAN

Nikia Clarke, Executive Director, World Trade Center San Diego (WTC), provided an update on the 2023 Work Plan that included updates on exports, foreign investment, and global identity strategies. The Board was briefed on MetroConnect VI, the Small Business Development Center, and highlights from the Mayoral Trade Mission to Seoul Korea.

4. UPDATE ON GLOBAL COMPETITIVENESS COUNCIL, LICENSE HOLDER DELIVERABLES AND 2023 ANNUAL REPORT

Nikia Clarke, World Trade Center San Diego, provided status regarding the license holder's key deliverables accomplishments and goals, as well as provided an update on the current Global Competitiveness Council (GCC). Dr. Clarke also informed the Board that the 2023 Annual Report is not complete and provided a link to the Board for their preliminary review.

5. REVIEW AND ADOPT 2024 WORKPLAN

The 2024 Workplan will be addressed at the next meeting calendared in 2024.

6. BOARD COMMENTS

Board members Malcolm and Bibler thanked Mr. Gleason for his many years of service and he will be missed.

Adjournment: The meeting adjourned at 3:37 p.m.

APPROVED BY A MOTION OF THE WORLD TRADE CENTER SAN DIEGO, INC.
BOARD THIS _____ DAY OF _____, 2023.

ROBERT H. GLEASON
CHAIR
WORLD TRADE CENTER SAN DIEGO, INC.
BOARD OF DIRECTORS

ATTEST:

DONNA MORALES
DISTRICT CLERK

ITEM 2

Election of Officers

**There is no information for
this item**

DATE: July 25, 2024

SUBJECT: Conflict of Interest Code

Amend World Trade Center San Diego Conflict of Interest Code

BACKGROUND

The World Trade Center San Diego Board adopted a Conflict of Interest Code in 2016 (Attachment A includes redline recommendations). The Code indicated that Fair Political Practices (FPPC) Statements of Economic Interest would be filed with the County of San Diego. However, at the time, the County indicated they should not be filed at the County, but rather one of the license holders should file them. The Port took on this responsibility, and has been receiving the Board’s annual, assuming and leaving office filings since that time.

As a matter of best practice to periodically revisit the Code, a Board review and adoption of the Code is now appropriate and recommended.

In due diligence, Port staff contacted the County of San Diego in late 2023 to confirm their opinion that the World Trade Center would not file with the County. County Clerk staff affirmed that opinion but recommended contacting the FPPC resulting in the attached email advice from FPPC and response from the County (see Attachment B for correspondence).

In light of the recommendations by the FPPC set forth in the correspondence attached hereto as Attachment B, staff recommends the Board adopt updates to the World Trade Center San Diego Conflict of Interest Code summarized as follows:

- Remove references to employees. The World Trade Center San Diego does not have any employees;
- Correct the filing office to the County of San Diego; and
- Remove reference to 87200 filers. Although World Trade Center San Diego filers may be 87200 filers, they are not in this role as Board member.

PREPARED BY:

Donna Morales
District Clerk, San Diego Unified Port District

David Jones
General Counsel, San Diego Unified Port District

Attachment A: Amended World Trade Center San Diego Conflict of Interest Code with Redline

Attachment B: Fair Political Practices Commission Email Advice

**CONFLICT OF INTEREST CODE
OF THE
WORLD TRADE CENTER SAN DIEGO, INC.**

The Political Reform Act, Government Code Sections 81000, et seq., requires State and local government agencies to adopt and promulgate Conflict of Interest Codes. The Fair Political Practices Commission has adopted 2 Cal. Adm. Code Section 18730, which contains the standard model Conflict of Interest Code, which can be incorporated by reference, and which may be amended by the Fair Political Practices Commission to conform to amendments in the Political Reform Act after public notice and hearings. Therefore, the provisions of 2 Cal. Adm. Code Section 18730 and any amendments to it duly adopted by the Fair Political Practices Commission along with the attached Appendix A, in which officials are designated, and Appendix B and Appendix C, in which disclosure categories are set forth, are hereby incorporated by reference and constitute the Conflict of Interest Code of the World Trade Center San Diego, Inc. (WTCSD). Designated filers listed in Appendix A of the Conflict of Interest Code of WTCSD shall disclose those financial interests which are within the categories represented by the numbers following the listed position as described in Appendix B and Appendix C. Designated employees shall file Statements of Economic Interests pursuant to 2 Cal. Adm. Code Section 18730 and this Code.

Individuals holding designated positions shall file their statements of economic interests (statements) with the San County Clerk of San Diego, which will make the statements available for public inspection and reproduction in accordance with Government Code Section 81008. The District Clerk shall make and retain copies in accordance with Government Code Section 87500.

Deleted: and employees

Deleted: employees

Deleted: San Diego Unified Port District's Office of the District Clerk (District Clerk)

Deleted: Upon receipt of the statements for the Members of the WTCSD, t

Deleted: and forward the originals to the Clerk of the San Diego County Board of Supervisors

Deleted: All other statements will be retained by the District Clerk.

**World Trade Center San Diego, Inc.
Conflict of Interest Code**

**Appendix A:
List of Designated Directors, Officers and Employees**

The following individuals must file Statements of Economic Interests pursuant Fair Political Practices Commission (FPPC) regulations:

Deleted: to Government Code Section 87200 and are listed below for informational purposes only

World Trade Center San Diego, Inc. - Chair, Secretary and Treasurer (or other Officers if designated)

World Trade Center San Diego, Inc. - Directors

An individual holding one of the above listed positions may contact the Fair Political Practices Commission for assistance of written advice regarding their filing obligations if they believe that their position has been categorized incorrectly.

Deleted: The Fair Political Practices Commission makes the final determination whether a position is covered by Section 87200

**World Trade Center San Diego, Inc.
Conflict of Interest Code**

**Appendix B:
Disclosure Categories for Designated Positions**

Category I

All sources of income, interests in real property and investments and business positions in business entities located in or doing business in San Diego County.

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**World Trade Center San Diego, Inc.
Conflict of Interest Code**

Appendix C

Consultant Disclosure

Definition: Fair Political Practices Commission regulation [2 Cal. Code of Regulations Section 18700] defines "consultant" as an individual who, pursuant to a contract with a state or local governmental agency:

(a) Makes a governmental decision whether to:

- (1) Approve a rate, rule or regulation;
- (2) Adopt or enforce a law;
- (3) Issue, deny, suspend, or revoke a permit, license, application, certificate, approval, order, or similar authorization or entitlement;
- (4) Authorize the agency to enter into, modify, or renew a contract provided it is the type of contract which requires agency approval;
- (5) Grant agency approval to a contract which requires agency approval and in which the agency is a party or to the specifications for such a contract;
- (6) Grant agency approval to a plan, design, report, study, or similar item;
- (7) Adopt, or grant agency approval of, policies, standards, or guidelines for the agency, or for any subdivision of the agency; or

(b) Serves in an ongoing staff capacity with the agency and in that capacity performs the same or substantially all the same duties for the agency that would otherwise be performed by an individual holding a position specified in the agency's local conflict of interest code.

"Consultant" does not serve in an ongoing staff capacity when:

- (1) Conducting research and arriving at conclusions with respect to his or her rendition of information, advice, recommendation or counsel independent of the control and direction of the agency or of any agency official, other than normal contract monitoring; and
- (2) He or she possesses no authority with respect to any agency decision beyond the rendition of information, advice, recommendation or counsel and only provides services on a sporadic basis.

Disclosure requirements for Sections (a) & (b) above:

Section (a): Investments and business positions in business entities and sources of income, which provide the type of services utilized by the agency.

Section (b): Consultants who serve in a staff capacity shall disclose those financial interests listed in the assigned disclosure category for the corresponding staff position listed in Appendix A.

The WTCSD Chair may determine in writing that a particular consultant, although a "designated position", is hired to perform a range of duties that is limited in scope and thus is not required to comply fully with the disclosure requirements described in this section. Such determination shall include a description of the consultant's duties and, based upon that description, a statement of the extent of disclosure requirements. The Chair's determination is a public record and shall be retained for public inspection in the same manner and location as this conflict of interest code.

Attachment B

From: [Chavira, Alejandro](#)
To: [Donna Morales](#)
Cc: [Sophia De Jesus](#)
Subject: RE: [External] FW: Request for Advice: Letter to FPPC RE World Trade Center.pdf
Date: Wednesday, February 14, 2024 11:07:39 AM
Attachments: [image011.png](#)
[image012.png](#)
[image013.png](#)
[image014.png](#)
[image015.png](#)
[image016.png](#)
[image017.png](#)
[image002.png](#)

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Hi Donna,

To facilitate changes, please provide Clerk of the Board the following:

1. The new code including the three provisions (Terms of the Code, Designated Positions, Disclosure Categories).
2. Proof of approval of the agencies Governing Board signed by the Authorized Signatory (i.e. Resolution, Certification, Declaration, and/or Minutes of the Board Meeting).
3. Cover letter requesting approval by San Diego County Board of Supervisors.
4. Any documentation that indicates the name of the contact official, the phone number, email address and mailing address.

Once we receive the complete requirements, it will be reviewed and the COI packet will be put in the Board Agenda for the next Board of Supervisors' meeting, for approval. Once approved, we will update our system to reflect the changes of the designated positions.

If an agency has changes, they should be facilitated with my office as soon as you have all the above. No need to wait for the Biennial Review.

Thanks,



Alejandro Chavira, Board Assistant
Clerk of the Board of Supervisors, Disclosure Services Unit
1600 Pacific Highway, Room 402, San Diego, CA 92101
☎: 619-531-5601
www.sandiegocob.com

From: Donna Morales <dmorales@portofsandiego.org>
Sent: Wednesday, February 14, 2024 10:25 AM
To: County of San Diego, Form 700 <form700@sdcounty.ca.gov>
Cc: Sophia De Jesus <sdejesus@portofsandiego.org>

Subject: [External] FW: Request for Advice: Letter to FPPC RE World Trade Center.pdf

County Form 700 Team,

At one of your staff's suggestion, I called the FPPC to ask about the code reviewing body for World Trade Center San Diego. They indicated that the County would be our Code reviewing body. Should I submit our Conflict of Interest Code for review after the filing season ends? I imagine you are all hands on deck with filings. Please let me know how we should proceed. Thank you!

Best regards,

Donna Morales (she/her/ella)

District Clerk, Office of the District Clerk

3165 Pacific Highway, San Diego, CA 92101

Office (619) 686.8180

Cell (858) 405.2456



connect: 

Port administration offices are open Monday-Thursday and [every other Friday](#) from 8am-5pm.

This email may contain public information and may be viewed by third parties pursuant to the Cal. Public Records Act.

From: Advice <Advice@fppc.ca.gov>

Sent: Tuesday, February 13, 2024 4:34 PM

To: Donna Morales <dmorales@portofsandiego.org>

Subject: Re: Request for Advice: Letter to FPPC RE World Trade Center.pdf

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Ms. Morales:

It is correct that the County Board of Supervisors is the code reviewing body for county agencies and any other local government agency whose jurisdiction is determined to be solely within the county (e.g., school districts, including certain charter schools). The FPPC is the code reviewing body for any agency with jurisdiction **in more than one county.**

For more information, please see:

<https://www.fppc.ca.gov/learn/rules-on-conflict-of-interest-codes/local-government-agencies-adopting-amending-coi.html>

Hopefully this information is helpful. Please let us know if you have any further questions or if you require additional advice.

Email Advice: *This email advice is not a final decision of the FPPC and does not constitute legal advice, alter any legal right or liability or provide immunity to the requestor under Government Code Section 83114. It is not a rule, regulation or statement binding on the agency. The Political Reform Act (Government Code Sections 81000 through 91014) and the FPPC regulations (Sections 18110 through 18997) are on the FPPC website.*

Confidentiality Notice: *This email message, including any attachments, is for the sole use of the intended recipient(s) and may contain confidential and privileged information. Any review, use, disclosure, or distribution not authorized by the intended recipient(s) is prohibited. If you are not the intended recipient, please contact the sender by reply e-mail and destroy all copies of the original message.*

From: Donna Morales <dmorales@portofsandiego.org>
Sent: Monday, February 12, 2024 3:16 PM
To: Advice <Advice@fppc.ca.gov>
Subject: Request for Advice: Letter to FPPC RE World Trade Center.pdf

You don't often get email from dmorales@portofsandiego.org. [Learn why this is important](#)

Please see the attached and advise. Thank you.

Best regards,

Donna Morales (she/her/ella)

District Clerk, Office of the District Clerk

3165 Pacific Highway, San Diego, CA 92101

Office (619) 686.8180

Cell (858) 405.2456



connect: 

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February 12, 2024

Fair Political Practices Commission
1102 Q St Suite 3000
Sacramento, CA 95811
RE: World Trade Center San Diego Conflict of Interest Code

To Whom it May Concern,

Subject: WORLD TRADE CENTER OF SAN DIEGO CONFLICT OF INTEREST FILING

BACKGROUND:

The World Trade Center San Diego is public benefit corporation created pursuant to an Articles of Incorporation dated December 11, 2015 (Attachment 1). Per the amended bylaws (Attachment 2) the governing board is comprised of three board members from each of the following entities; City of San Diego, Port of San Diego, and the San Diego County Regional Airport Authority. Activities are managed and coordinated by its affiliate, San Diego Economic Development Corporation. The current Conflict of Interest Code (Attachment 3) indicates that the three board members file with the County of San Diego. However, when staff reached out to the County, they indicated that they would not be the code reviewing body and that we should contact the FPPC.

QUESTIONS:

Question 1: Should the County of San Diego be the code reviewing body for the World Trade Center San Diego?

If not, Question 2: Should the Conflict of Interest Code for the World Trade Center be revised to reflect that Form 700 filings are filed and maintained at the Port of San Diego?

Question 3: Should EDC staff managing the World Trade Center San Diego functions file a Statement of Economic Interest as full reporter or under a category for trade-related interests?

Sincerely,

A handwritten signature in blue ink that reads "Donna Morales".

Donna Morales
District Clerk
San Diego Unified Port District

Attachments:

- Attachment 1: Articles of Incorporation
- Attachment 2: Amended Bylaws
- Attachment 3: Conflict of Interest Code for World Trade Center San Diego

(3)

ARTICLES OF INCORPORATION
OF
WORLD TRADE CENTER SAN DIEGO, INC.

Em
FILED
Secretary of State
State of California

NOV 02 2015

3 CC

inc

ARTICLE I

The name of this Corporation is WORLD TRADE CENTER SAN DIEGO, INC.

ARTICLE II

- A. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law exclusively for public and charitable purposes.
- B. The specific and primary purpose of this Corporation is to provide for the management of the rights and obligations, granted through a License issued to the San Diego Unified Port District, the San Diego County Regional Airport Authority and the City of San Diego (the "License Holders") by the World Trade Center Association, for the benefit of the residents and businesses located within the jurisdictional boundaries of the License Holders. Additionally, this Corporation may engage in any activities that are reasonably related to or in furtherance of its stated public and charitable purposes.

ARTICLE III

The name and address in the State of California of this Corporation's initial agent for service of process is: Thomas A. Russell, General Counsel, San Diego Unified Port District, 3165 Pacific Highway, San Diego, California 92101.

ARTICLE IV

The initial street and mailing address of this Corporation is: 3165 Pacific Highway, San Diego, California 92101.

ARTICLE V

This Corporation shall have no members.

San Diego Unified Port District

Document No. **64239**

DEC 11 2015

Filed

Office of the District Clerk

ARTICLE VI

- A. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. This Corporation shall not participate in or intervene in any political campaign (including the publishing or distributing of statements) on behalf of, or in opposition to, any candidate for public office or proposition on a public ballot.
- B. Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

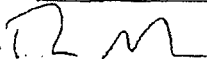
ARTICLE VII

- A. The property of this Corporation is irrevocably dedicated to charitable and educational purposes. No part of the net income or assets of this Corporation shall ever inure to the benefit of any of its directors or officers, or to the benefit of any private person, except that this Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
- B. Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to the Licensees in proportion to their shares of the license, to the extent each Licensee is at the time an organization described in section 170(c)(1) of the Code; and if not, such assets shall be distributed to a nonprofit fund, foundation or corporation designated by the Board of Directors of this Corporation which is organized and operating exclusively for charitable, educational or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Code.

ARTICLE VIII

These Articles may not be amended without the prior written consent of the Board of Directors.

DATED: October 29, 2015



THOMAS A. RUSSELL

Incorporator

Attachment 1



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

NOV 16 2015 mc

Date: _____

Alex Padilla
ALEX PADILLA, Secretary of State

64239

BYLAWS
OF
WORLD TRADE CENTER SAN DIEGO, INC.

ARTICLE I NAME

Section 1.1 The name of this Corporation is the WORLD TRADE CENTER SAN DIEGO, INC.

ARTICLE II OFFICES

Section 2.1 Principal Office. The principal office for the transaction of business of the Corporation may be established at any place or places within the County of San Diego, State of California as the Board of Directors shall from time to time fix by Resolution.

Section 2.2 Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE III PURPOSES

Section 3.1 General Purpose. This Corporation is a nonprofit public benefit corporation and is not organized for the private benefit of any person. It is organized under the California Nonprofit Public Benefit Corporation Law exclusively for public, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). This Corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation under the laws of the State of California, and as may be necessary or convenient to the administration of the business of the Corporation and the achievement of its specific purposes.

Section 3.2 Specific Purposes. The specific and primary purpose of this Corporation is to provide for the utilization and management of the rights and obligations of the San Diego Unified Port District, the San Diego County Regional Airport Authority and the City of San Diego (the "License Holders"), under a License granted by the World Trade Center Association, Inc., for the benefit of the residents and businesses located within the jurisdictional boundaries of the License Holders.

ARTICLE IV NONPARTISAN ACTIVITIES

Section 4.1 Political Activities. This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in any political campaign (including the publishing or distributing of statements) on behalf of, or in opposition to, any candidate for public office.

Section 4.2 Other Prohibited Activities. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article III.

ARTICLE V DEDICATION OF ASSETS

Section 5.1 Property Dedicated to Nonprofit Purposes. The property of this Corporation is irrevocably dedicated to public, charitable and educational purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

Section 5.2 Distribution upon Dissolution. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all of its debts and liabilities, shall be distributed to the License Holders in proportion to their percentage ownership in the License at the time of such dissolution; and if not, to a nonprofit fund, foundation or corporation which is organized and operated exclusively for public, charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE VI MEMBERS

Section 6.1 Members. This Corporation shall have no members within the meaning of section 5056 of the California Nonprofit Corporation Law. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors.

Section 6.2 Meetings. There shall be no meetings of members. The persons constituting the Board of Directors may, at any given time and from time to time, act as in their capacity as members pursuant to section 6.1 of this Article VI, at meetings of the Board of Directors held pursuant to these Bylaws.

ARTICLE VII BOARD OF DIRECTORS

- Section 7.1 Number and Qualifications. The authorized number of Directors of this Corporation shall be three (3). Each of the License Holders shall be entitled to appoint one Director, to serve one or more terms as set forth in this Article VII. In exercising its rights with respect to its appointed Director, the Port District shall act through its Board Chair as designator; the Airport Authority shall act through its Board Chair as designator, and the City shall act through its Mayor as designator.
- Section 7.2 Terms; Successors. Each Director shall serve at the pleasure of his or her appointing License Holder, and shall serve until removed or replaced with a successor Director by the appointing License Holder.
- Section 7.3 Vacancies. A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of any of the following: the death, resignation or removal of a Director. Upon such vacancy, the appointing License Holder for the vacant Director position shall promptly act to appoint a new Director to complete the unfinished term, if any. Until such vacancy is filled, the remaining two Directors may take all actions necessary and proper to continue to operation of the business of the Corporation, provided that no action may be taken on behalf of the Corporation without the concurrence of both remaining Directors.
- Section 7.4 Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation or these Bylaws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the Corporation to any other person or persons, management company or committee, provided that the activities and affairs of the Corporation shall be managed and all corporate powers exercised under the ultimate direction of the Board of Directors.
- Section 7.5 Regular Meetings. A regular meeting of the Board of Directors shall be held not less than twice per calendar year, for the purpose of transacting the business of the Corporation. Regular meetings of the Board of Directors shall be noticed and conducted in compliance with the requirements of the Brown Act. Regular and special meetings shall also be conducted in accordance with Robert's Rules of Order to the extent they do not conflict with requirements of the Brown Act.
- Section 7.6 Special Meetings. A special meeting of the Board of Directors may be called by any two Directors. Special meetings shall be noticed and conducted in compliance with the Brown Act.

Attachment 2

- Section 7.7 Quorum. A quorum for the transaction of Corporation business shall consist of a majority of the Directors then in office (but in any event not fewer than two Directors) and present at a noticed meeting.
- Section 7.8 Meetings by Telephone or Similar Communication Equipment. Subject to the requirements and limitations of the Brown Act, all meetings of the Board of Directors may be conducted by telephone or similar communications equipment permitted by the California Nonprofit Corporation Law. Cal. Corp. Code section 5000 et seq.
- Section 7.9 Action by the Board. Every act or decision done or made by a majority of the Directors present at a meeting that has been duly noticed and at which a quorum is present shall be an act of the Board of Directors. The Board may not take any action by unanimous written consent, without a meeting and without prior notice as required by applicable law and these Bylaws.
- Section 7.10 Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting shall be given in compliance with the Brown Act.
- Section 7.11 Compensation. Directors may not receive compensation from the Corporation for their services, but may be reimbursed for reasonable expenses incurred in the performance of their duties.

ARTICLE VIII COMMITTEES

- Section 8.1 Board Committees. The Board may, by resolution adopted by a majority of the Directors then in office, create one or more Board Committees, including an executive committee, to serve at the discretion of the Board. Such committees may exercise such powers as are delegated by the Board, to the extent permitted by applicable law and Board resolution.
- Section 8.2. Advisory Committees. The Board may create one or more advisory committees to serve at the pleasure of the Board of Directors. Appointments to such advisory committees need not, but may be, Directors. The Board of Directors shall set the terms for the qualification, appointment, reappointment and discharge of advisory committee members. All actions of such advisory committees shall require ratification by the Board of Directors before being given effect.

ARTICLE IX OFFICERS

Section 9.1 Officers. The officers of this Corporation shall be a Chair; a Secretary; and a Treasurer or Chief Financial Officer, (or both). All of the Officers shall be selected from among the Directors.

Section 9.2 Election of Officers. The Officers shall be elected by the Board of Directors at the annual meeting of the Corporation for a term of one year, and each shall serve at the discretion of the Board until a successor is elected. Officers may be elected for consecutive terms.

Section 9.3 Responsibilities of Officers.

9.3.1 Chair of the Board. The Chair shall be a Director and shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board of Directors or prescribed by these Bylaws.

9.3.2 Secretary. The Secretary shall attend to the following:

- (a) *Bylaws.* The Secretary shall certify and keep or cause to be kept at the principal office of the Corporation the original or a copy of these Bylaws as amended to date.
- (b) *Minute Book.* The Secretary shall keep or cause to be kept at the principal office a book of minutes of all Board meetings and actions containing all information required for compliance with the Brown Act, including the time and place of meeting, whether regular or special, the Board members present and the record of the proceedings.
- (c) *Notices, Seal and Other Duties.* The Secretary shall give, or cause to be given, notice of all meetings of the Board required by the law or Bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or Bylaws.

9.3.3 Treasurer.

- (a) *Books of Account.* The Treasurer shall keep and maintain adequate and correct books of and records of accounts of the properties and business transactions of the Corporation. The Treasurer shall send to the Directors such financial statements and reports as a required to be given by law, by these Bylaws, or by Board action.
- (b) *Financial Reports.* The Treasurer shall prepare and certify, or cause to be prepared and certified, the financial statements to be included in any required reports.
- (c) *Deposits and Disbursements.* The Treasurer shall deposit, or cause to be deposited, all money and valuables in the name and to the credit of the

Corporation with depositories designated by the Board.; shall disburse, or cause to be disbursed the funds of the Corporation as directed by the Board; shall render upon request an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform other duties as prescribed by the Bylaws or Board action.

- (d) *Bond.* If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of all of the duties of his office and for restoration to the Corporation of all of its books, papers, vouchers, money and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement or removal from office.

ARTICLE X INDEMNIFICATION

Section 10.1 Right of Indemnity. To the fullest extent permitted by law, the Corporation shall indemnify any present or former Director or Officer of the Corporation, as that term is defined in Section 5238 of the California Nonprofit Corporation Law, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is defined in Section 5238 and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section.

Section 10.2 Insurance. The Corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its Officers, Directors and other agents, against any liability asserted against or incurred by any such Officer, Director or agent in such capacity or arising out of the Officer's, Director's or agent's status as such.

ARTICLE XI RECORDS AND REPORTS

Section 11.1 Maintenance of Corporate Records. The Corporation shall keep at its principal place of business the original or a copy of its Articles of Incorporation and Bylaws; adequate and correct books, records of account, and other financial information; and written minutes of the proceedings of the Board and committees of the Board.

Section 11.2 Inspection by Directors and Members. Every Director and every Member (whether through a Director or other authorized representative) shall have the absolute right at any reasonable time to inspect the Corporation's books, records and documents of every kind. The inspection may be made in person or through the Director or Member's attorney or agent. The right of inspection includes the right to make copies of such documents.

Attachment 2

Section 11.3 Independent Audit and Annual Report. The Corporation shall cause an independent annual financial audit and annual report to be sent to the Directors within 120 days after the close of the Corporation's fiscal year and shall cause the independent annual audit and annual report to be presented to any or all of the Members' governing bodies upon request, within six months of the close of the Corporation's fiscal year. If required by the California Nonprofit Integrity Act, the audit and annual report will also be provided to the California Attorney General. The audit and report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities of the Corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.
- (d) The expenses or disbursements of the Corporation for both general and restricted purposes.
- (e) A statement of any transaction (i) to which the Corporation, its parent or subsidiary was a party, (ii) involving more than \$50,000 or which was one of a number of transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which any Director or Officer (an "interested person") had a direct or indirect material financial interest. The statement shall include a brief description of the transaction, the names of the interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and the amount (if known) of the interest.
- (f) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director, unless the indemnification has already been approved by the Directors.

ARTICLE XII CONFLICTS OF INTEREST

Section 12.1 Transactions with Interested Directors. The Corporation shall ensure that any transaction involving a potentially interested Director shall comply with the requirements of section 5233 of the California Nonprofit Corporation Law.

Section 12.2 License Holders' Conflict of Interest Codes. Each Director shall, in addition to assuming the duties of loyalty imposed by the California Nonprofit Corporation Law, adhere to and be governed by the conflict of interest code designated for that the Director by his or her appointing License Holder.

ARTICLE XIII GENERAL MATTERS

Section 13.1 Fiscal Year The fiscal year of this Corporation shall commence on July 1 and conclude on the immediately following June 30.

Attachment 2

Section 13.2 Budget. Prior to the commencement of each fiscal year, the Board shall adopt a budget setting forth the estimates capital, operating and other expenditures required in connection therewith, and estimated receipts from, the activities of the Corporation for such fiscal year

Section 13.3 Authority to Execute Documents. Contracts and other instruments may be executed by such persons as are designated by resolution of the Board, for general or specific purposes, as empowered to enter into such contracts or instruments on behalf of the Corporation.

Section 13.4 Construction and Definitions. Unless otherwise stated in these Bylaws, all terms used herein are governed by the provisions of the California Nonprofit Corporation Law.

Section 13.5 Compliance with California Public Records Act. The Corporation shall comply with and be subject to the provisions of the California Public Records Act, Cal. Gov. Code section 6250 *et seq.*, including all obligations and exemptions applicable to "local agency" thereunder.

Section 13.6 Compliance with Nonprofit Integrity Act. The Corporation shall comply with applicable provisions of the California Nonprofit Integrity Act of 2004. Cal. Gov. Code Section 12850 *et seq.*

ARTICLE XIV AMENDMENTS

Section 14.1 New, Amended or Repealed Bylaws. New Bylaws may be adopted, and these Bylaws may be amended or repealed, with the prior written consent of the Members and by approval of the majority of the Directors.

**CONFLICT OF INTEREST CODE
OF THE
WORLD TRADE CENTER SAN DIEGO, INC.**

The Political Reform Act, Government Code Sections 81000, et seq., requires State and local government agencies to adopt and promulgate Conflict of Interest Codes. The Fair Political Practices Commission has adopted 2 Cal. Adm. Code Section 18730, which contains the standard model Conflict of Interest Code, which can be incorporated by reference, and which may be amended by the Fair Political Practices Commission to conform to amendments in the Political Reform Act after public notice and hearings. Therefore, the provisions of 2 Cal. Adm. Code Section 18730 and any amendments to it duly adopted by the Fair Political Practices Commission along with the attached Appendix A, in which officials and employees are designated, and Appendix B and Appendix C, in which disclosure categories are set forth, are hereby incorporated by reference and constitute the Conflict of Interest Code of the World Trade Center San Diego, Inc. (WTCSD). Designated employees listed in Appendix A of the Conflict of Interest Code of WTCSD shall disclose those financial interests which are within the categories represented by the numbers following the listed position as described in Appendix B and Appendix C. Designated employees shall file Statements of Economic Interests pursuant to 2 Cal. Adm. Code Section 18730 and this Code.

Individuals holding designated positions shall file their statements of economic interests (statements) with the San Diego Unified Port District's Office of the District Clerk (District Clerk), which will make the statements available for public inspection and reproduction in accordance with Government Code Section 81008. Upon receipt of the statements for the Members of the WTCSD, the District Clerk shall make and retain copies and forward the originals to the Clerk of the San Diego County Board of Supervisors in accordance with Government Code Section 87500. All other statements will be retained by the District Clerk.

**World Trade Center San Diego, Inc.
Conflict of Interest Code**

**Appendix A:
List of Designated Directors, Officers and Employees**

The following individuals must file Statements of Economic Interests pursuant to Government Code Section 87200 and are listed below for informational purposes only:

World Trade Center San Diego, Inc. - Chair, Secretary and Treasurer (or other Officers if designated)

World Trade Center San Diego, Inc. - Directors

An individual holding one of the above listed positions may contact the Fair Political Practices Commission for assistance of written advice regarding their filing obligations if they believe that their position has been categorized incorrectly. The Fair Political Practices Commission makes the final determination whether a position is covered by Section 87200

Attachment 3

**World Trade Center San Diego, Inc.
Conflict of Interest Code**

**Appendix B:
Disclosure Categories for Designated Positions**

Category I

All sources of income, interests in real property and investments and business positions in business entities located in or doing business in San Diego County.

Attachment 3

**World Trade Center San Diego, Inc.
Conflict of Interest Code**

Appendix C

Consultant Disclosure

Definition: Fair Political Practices Commission regulation [2 Cal. Code of Regulations Section 18700] defines “consultant” as an individual who, pursuant to a contract with a state or local governmental agency:

- (a) Makes a governmental decision whether to:
 - (1) Approve a rate, rule or regulation;
 - (2) Adopt or enforce a law;
 - (3) Issue, deny, suspend, or revoke a permit, license, application, certificate, approval, order, or similar authorization or entitlement;
 - (4) Authorize the agency to enter into, modify, or renew a contract provided it is the type of contract which requires agency approval;
 - (5) Grant agency approval to a contract which requires agency approval and in which the agency is a party or to the specifications for such a contract;
 - (6) Grant agency approval to a plan, design, report, study, or similar item;
 - (7) Adopt, or grant agency approval of, policies, standards, or guidelines for the agency, or for any subdivision of the agency; or

- (b) Serves in an ongoing staff capacity with the agency and in that capacity performs the same or substantially all the same duties for the agency that would otherwise be performed by an individual holding a position specified in the agency’s local conflict of interest code.

“Consultant” does not serve in an ongoing staff capacity when:

- (1) Conducting research and arriving at conclusions with respect to his or her rendition of information, advice, recommendation or counsel independent of the control and direction of the agency or of any agency official, other than normal contract monitoring; and
- (2) He or she possesses no authority with respect to any agency decision beyond the rendition of information, advice, recommendation or counsel and only provides services on a sporadic basis.

Attachment 3

Disclosure requirements for Sections (a) & (b) above:

Section (a): Investments and business positions in business entities and sources of income, which provide the type of services utilized by the agency.

Section (b): Consultants who serve in a staff capacity shall disclose those financial interests listed in the assigned disclosure category for the corresponding staff position listed in Appendix A.

The WTCSD Chair may determine in writing that a particular consultant, although a "designated position", is hired to perform a range of duties that is limited in scope and thus is not required to comply fully with the disclosure requirements described in this section. Such determination shall include a description of the consultant's duties and, based upon that description, a statement of the extent of disclosure requirements. The Chair's determination is a public record and shall be retained for public inspection in the same manner and location as this conflict of interest code.

ITEM 4

Status Update on 2024 Workplan

**There are no materials
for this item at this time.**

ITEM 5

Update on Global Competitiveness Council, License Holder Deliverables

**There are no materials
for this item at this time.**