

**Agenda Item 3.A**

**MINUTES\***  
**SAN DIEGO CONVENTION CENTER CORPORATION**  
**BOARD OF DIRECTORS**

**BOARD MEETING AUGUST 28, 2024**

**BOARD MEMBERS PRESENT:** Vice-Chair Shawn VanDiver and Directors Will Rodriguez-Kennedy, Alyssa Turowski, Sam Nejabat and Jaymie Bradford

**BOARD MEMBER(S) ABSENT:** Directors Jeff Gattas and Gretchen Newsom

**STAFF PRESENT:** Rip Rippetoe, Mardeen Mattix, Corey Albright, Andy Mikschl, Maren Dougherty, Michael Milligan, Victoria Mitchell, and Pat Evans (Recorder)

**ALSO PRESENT:** Jennifer Lyon, General Counsel

\*Meeting Minutes memorialize votes on “Action Items” and Staff Reports and are not a verbatim transcript of regular Board meetings. Audio copies of Board of Director meetings are available upon request. Please contact Pat Evans at (619)525-5131 or [pat.evans@visitsandiego.com](mailto:pat.evans@visitsandiego.com) to request a copy.

**1. Call to Order**

Vice-Chair Shawn VanDiver called the Board Meeting to order at 12:02 p.m. in the Executive Boardroom of the San Diego Convention Center Corporation, 111 West Harbor Drive, San Diego, CA 92101.

Vice-Chair VanDiver then called roll to determine which Directors were present:

**Director Gattas – Absent**  
**Director VanDiver - Present**  
**Director Bradford – Present**  
**Director Rodriguez-Kennedy – Present**  
**Director Turowski – Present**  
**Director Nejabat – Present**  
**Director Newsom - Absent**

All Directors were recorded as present except Director Jeff Gattas and Director Gretchen Newsom. Vice-Chair VanDiver noted that all votes taken during this meeting would be recorded via roll call vote.

2. **Non-Agenda Public Comment** – Vice-Chair VanDiver inquired if any member of the public wished to comment on any non-Agenda items. No members of the public responded to the request for comment.

3. **Board Committee Reports and Board Action Items:**

A. **Approval of Minutes of Board Meetings of June 26, 2024, July 9, 2024, and “Special” Board Meeting of August 14, 2024**

Vice-Chair VanDiver inquired if any Director would like to pull a Consent Agenda item for discussion. Hearing no request to pull a Consent Agenda item, Vice-Chair VanDiver then inquired if any member of the public wished to comment on Agenda Item (3.A). No members of the public responded to the request for comment.

**After request for public comment and for Director discussion, Directors Bradford and Rodriguez-Kennedy moved and seconded, respectively, to approve the Consent Agenda as set forth hereinabove.**

**Director Gattas – Absent  
Director VanDiver – Aye  
Director Bradford – Aye  
Director Rodriguez-Kennedy – Aye  
Director Turowski – Aye  
Director Nejabat – Aye  
Director Newsom - Absent**

**Vote: Unanimous**

**AYES: 5**

**NAYS: 0**

**ABSTENTIONS: 0**

4. **Action Item(s):**

A. **Budget Committee (Will Rodriguez-Kennedy)**

(1) **Chief Financial Officer Update**

CFO Mardeen Mattix reported:

- Financial statements were not posted this month because the Corporation is in the middle of an active financial audit; however, Ms. Mattix provided an update regarding the Corporation’s financial status as of year-end for fiscal year 2024 and the first month of fiscal year 2025.
- June of fiscal year 2024 was a very busy month for the Center. The Center hosted five city-wide events and two short-term events. The Corporation ended the year with revenues exceeding budget projections by \$2.6 million.
- Most of the excess revenues were due to ancillary revenues in booth cleaning and utility commissions.
- As far as expenses are concerned, the Corporation came in under budget in every budget category except for utilities. Although utility costs were not

as bad as anticipated when reviewed at the beginning of the year, utilities exceeded budget by \$468,000 and total utility costs for the year were \$6.4 million.

- The Corporation started the year off with \$29.2 million in reserves and it is ending the year with \$29.5 million in reserves, so the Corporation was cost neutral for the year. This result will help the Corporation as we move forward in the next few years.
- In fiscal year 2025, the Corporation is not only expecting an amazing year from a revenue perspective but also from an expense and capital investment perspective.
- For the first month of the year, the Corporation is right on target. The Center hosted two large events in July and revenues and expenses are maintaining anticipated levels.
- We are projecting that reserves will end the year somewhere between \$13 million and \$15 million.

After Ms. Mattix completed her update, Vice-Chair VanDiver inquired if any member of the public wished to comment on Agenda Item (4.A.1). No members of the public responded to the request for comment. Vice-Chair VanDiver then called for Board discussion, to which there was no response. Vice-Chair VanDiver noted that this agenda item requires no vote since it is an informational item.

**(2) Authorization to Enter into A Lease Agreement for 825 Energy Way, Chula Vista, CA 91911**

Vice-Chair VanDiver called for a staff report regarding this item. After staff submitted its report, Vice-Chair VanDiver inquired if any member of the public wished to comment on Agenda Item (4.A.2). No members of the public responded to the request for comment.

Director Gattas arrived on site at 12:16 p.m.

**After presentations by Staff, request for public comment and for Director discussion, Directors Rodriguez-Kennedy and Bradford moved and seconded, respectively, to Authorize the President & CEO to finalize and execute a lease on behalf of the Corporation for 825 Energy Way, Chula Vista, CA 91911.**

**Director Gattas – Aye  
Director VanDiver – Aye  
Director Bradford – Aye  
Director Rodriguez-Kennedy – Aye  
Director Turowski – Aye  
Director Nejabat – Aye  
Director Newsom - Absent**

**Vote: Unanimous**

**AYES: 6**

**NAYS: 0**

**ABSTENTIONS: 0**

Chair Gattas assumed the helm of the meeting at 12:17 a.m.

**B. Executive Committee (Jeff Gattas)**

**(1) Approval of a Resolution of the San Diego Convention Center Corporation, Inc. Approving the Fifth Amendment to the Amended and Restated Employment Agreement with the President & CEO**

Chair Gattas stated, “pursuant to Government Code section 54953, I am reading a summary of the recommendation for this agenda item. If this item is approved, it will authorize a 1% increase to the base salary of the President & CEO of the Corporation.”

Mr. Rippetoe excused himself from the meeting for this portion of the Agenda for potential conflict of interest reasons.

General Counsel Lyon then provided an overview/explanation of this agenda item.

Chair Gattas then inquired if any member of the public wished to comment on Agenda Item (4.B.1). No members of the public responded to the request for comment.

**After presentations by Staff, request for public comment and for Director discussion, Directors Turowski and Bradford moved and seconded, respectively, to Approve a Resolution of the San Diego Convention Center Corporation, Inc. Approving the Fifth Amendment to the Amended and Restated Employment Agreement with the President & CEO.**

**Director Gattas – Aye  
Director VanDiver – Aye  
Director Bradford – Aye  
Director Rodriguez-Kennedy – Aye  
Director Turowski – Aye  
Director Nejabat – Aye  
Director Newsom - Absent**

**Vote: Unanimous**

**AYES: 6**

**NAYS: 0**

**ABSTENTIONS: 0**

**(2) Approval of a Resolution of the San Diego Convention Center Corporation, Inc. Creating a Deputy Chief Executive Officer & Chief Financial Officer Position for the Corporation, and Authorizing the President & CEO to create a Job Description for the Position**

Chair Gattas called for a staff report regarding this item. After staff submitted its report, Chair Gattas inquired if any member of the public wished to comment on

Agenda Item (4.B.2). No members of the public responded to the request for comment.

**After presentations by Staff, request for public comment and for Director discussion, Directors Rodriguez-Kennedy and VanDiver moved and seconded, respectively, to Approve a Resolution of the San Diego Convention Center Corporation, Inc. Creating a Deputy Chief Executive Officer & Chief Financial Officer Position for the Corporation and Authorizing the President & CEO to create a Job Description for the Position.**

**Director Gattas – Aye  
Director VanDiver – Aye  
Director Bradford – Aye  
Director Rodriguez-Kennedy – Aye  
Director Turowski – Aye  
Director Nejabat – Aye  
Director Newsom - Absent**

**Vote: Unanimous**

**AYES: 6**

**NAYS: 0**

**ABSTENTIONS: 0**

**5. President’s Report (Rip Rippetoe) – Mr. Rippetoe reported the following:**

- The Strategic Plan is moving forward as planned in the new Fiscal year. All Initiatives and objectives are on pace. A full briefing will be provided as part of the September Board meeting.
- The SodexoLive! extension agreement with SDCCC has been executed in accordance with the motion from the last Board meeting. This action extends the agreement between SDCCC and SodexoLive! through the summer of 2038.
- Mr. Rippetoe will be presenting, along with the COO of Freeman Companies, at an online seminar tomorrow hosted by the Exhibitions and Conference Alliance regarding the new rules on the electrification of forklifts in California. He will be speaking about SDCC’s preparation and how we are adjusting to the new rules.
- The convention industry in North America is experiencing a strong rebound. The San Diego Convention Center led the industry. The industry as a whole is at 90% of 2019 levels. SDCCC is using our new sales strategy instead of following what the rest of the industry is doing. We are meeting or exceeding our goals.
- Events over the last month include Nurse Anesthesiology, LPL, SPIE, Navy Gold Coast, and Yardi.
- Upcoming events include Composites & Advanced Materials Expo, Twitchcon, and National Electrical Contractors Association
- Directors are all invited to the Town Halls scheduled on September 4<sup>th</sup> at either 10:30 a.m., 3:30 p.m. or 11:00 p.m.

**6. Chair’s Report (Jeff Gattas)**

- Chair Gattas thanked the Board for working together on the evaluation process.

- Chair Gattas also requested an update on the hearing regarding the Convention Center Expansion which took place last week. Mr. Rippetoe reported that the hearing occurred last Friday afternoon and both sides had an opportunity to present their case to the Judge in this matter (it is a non-jury trial). The Judge in this matter has 90 days to respond.
- Chair Gattas thanked the staff for all of their hard work noting that the Convention Center team continues to outperform national trends.

7. **Board Comment [Govt. Code § 54954.2(a) (2)] – None**

8. **Urgent non-agenda items** (must meet the requirements of Government Code, Section 54954.2): **None**

There being no further business, the meeting adjourned at 12:29 p.m.

I, Alyssa Turowski, Secretary of the Board of Directors of the San Diego Convention Center Corporation, Inc., do hereby certify that the foregoing is a true and correct copy of the minutes of the business transacted by the Board of Directors of the San Diego Convention Center Corporation, Inc., at a duly noticed meeting held on August 28, 2024, and that said minutes were approved by the Board of Directors on October 30, 2024.

*[Approved at Board Meeting of October 30, 2024]*  
Alyssa Turowski, Secretary