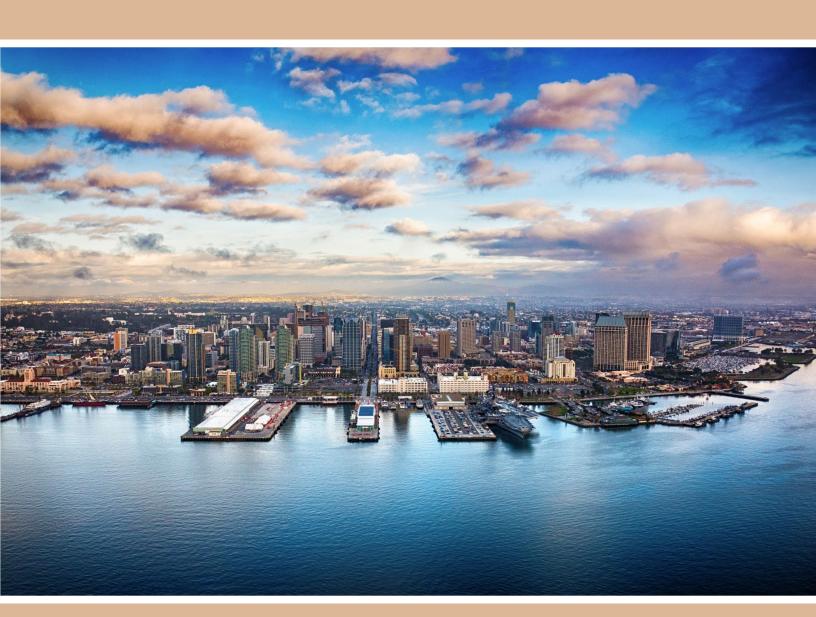
REGULAR MEETING OF THE BOARD OF DIRECTORS OF WORLD TRADE CENTER SAN DIEGO, INC. November 16, 2021



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

Tuesday, November 16, 2021 1:00 PM

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

or virtually via Teams:

Click here to join the meeting via Teams

Or call in (audio only) +1 619-535-7686 Phone Conference ID: 763 947 420#

Board of Directors

Robert H. Gleason, Chair (SDCRAA) Christina Bibler, Secretary (City of San Diego) Jennifer LeSar, Treasurer (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 June 2, 2021 Board meeting.

2. AMEND THE BYLAWS OF THE WORLD TRADE CENTER SAN DIEGO, INC.

Recommendation: Amend the bylaws of the World Trade Center San Diego, Inc. to allow all officers to authorize and execute required corporate documents

3. STATUS UPDATE ON 2021 WORKPLAN

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

- 4. UPDATE ON GLOBAL COMPETITIVENESS COUNCIL, LICENSE HOLDER DELIVERABLES AND 2021 ANNUAL REPORT
- 5. REVIEW AND ADOPT 2022 WORKPLAN
- 6. BOARD COMMENTS

DRAFT

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

Minutes

Wednesday, June 2, 2021 3:00 P.M.
Virtual Meeting

Board of Directors

Robert H. Gleason, Chair (SDCRAA) Christina Bibler, Secretary (City of San Diego) Jennifer LeSar, Treasurer (SDUPD)

CALL TO ORDER: Chair Gleason called the regular meeting of the Board of Directors of the World Trade Center San Diego, Inc. to order electronically and via teleconference, pursuant to Executive Order N-29-20, at 1:00 p.m., on Wednesday, June 2, 2021.

ROLL CALL:

Present: Board Members: Christina Bibler, Robert H. Gleason, and Jennifer LeSar

Absent: Board Members: None

NON-AGENDA PUBLIC COMMENT: None

REPORTS AND ACTION ITEMS

1. APPROVAL OF MINUTES:

RECOMMENDATION: Approve the Minutes of the November 17, 2020 Board meeting.

ACTION: Moved by Board Member Gleason and seconded by Board Member Bibler to approve staff's recommendation. Motion carried by the following vote:

Yeas: Bibler, Gleason

Abstain: LeSar

2. ELECTION OF OFFICERS:

ACTION: Board member LeSar nominated Board member Gleason as Chair, Board member Bibler seconded the nomination. Board member Gleason nominated Board member LeSar as Treasurer, and Board member Bibler as Secretary. Board member LeSar seconded the motion. Board voted unanimously to appoint Board member Gleason as Chair, Board member Bibler as Secretary, and Board member LeSar as Treasurer.

3. STATUS UPDATE ON 2021 WORKPLAN

Dr. Nikia Clarke, Executive Director, World Trade Center San Diego, provided informational presentation which included: review of the World Trade Center San Diego

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mission, and the current outcomes of the three priority areas which are: Exports/MetroConnect Program, Foreign Direct Investment (FDI), and Global Identity.

4. STATUS UPDATE ON LICENSEHOLDER DELIVERABLES:

Dr. Clarke presented information highlighting the deliverables provided to each of the World Trade Center San Diego licensees (Port of San Diego, San Diego County Regional Airport Authority, and the City of San Diego) during 2020 and year-to-date 2021.

5. STATUS UPDATE ON 2025 GO GLOBAL REGIONAL STRATEGY PLAN

Dr. Clarke provided an update on the "Go Global 2025" strategic plan that included the five key pillars of San Diego's Trade & Investment Initiative which are: Lead with most competitive industries with highest job creation potential; Capture investment all along the cross-border value chain; Prioritize market access for small business; Modernize and expand service through international ports of entry; and Deepen public-private partnership & diplomacy on targeted international activity.

BOARD COMMENTS:

SAN DIEGO UNIFIED PORT DISTRICT

The Board would like to explore the connection of the World Trade Center license holders with Global Competitiveness Council (GCC) to determine the correct level of coordination between the two, and ways to leverage connections. The Board would also like to ask the GCC leadership to participate in a World Trade Center meeting.

The next meeting is Tuesday, November 16, 2021 at 1:00 p.m., with the method/location of meeting to be determined.

ADJOURMENT: The meeting adjourned	d at 2:11 p.m.
APPROVED BY A MOTION OF THE WOTHISDAY OF	ORLD TRADE CENTER SAN DIEGO, INC. BOARD, 2021.
	ROBERT H. GLEASON CHAIR WORLD TRADE CENTER SAN DIEGO, INC. BOARD OF DIRECTORS
ATTEST:	
DONNA MORALES	_

DATE: November 16, 2021

SUBJECT:

RESOLUTION AMENDING THE BYLAWS OF THE CORPORATION

BACKGROUND

World Trade Center San Diego, Inc. (Corporation) was incorporated on October 29, 2015 pursuant to the Articles of Incorporation for World Trade Center San Diego, Inc. filed in the Office of the Clerk of the San Diego Unified Port District (Port) as Document No. 64239 (Articles). The specific and primary purpose of the Corporation is to provide for the management of the rights and obligations, granted through a license issued to the Port, the San Diego County Regional Airport Authority (Airport Authority), and the City of San Diego (City, together with the Port and Airport Authority, the License Holders) by the World Trade Center Association, Inc. for the benefit of the residents and businesses located within the jurisdictional boundaries of the License Holders. Each of the License Holders is represented in the Board of Directors (Board) for the Corporation, with the Chair of the Board representing the Airport Authority, the Secretary representing the City, and the Treasurer representing the Port.

The Bylaws of the Corporation were adopted on November 19, 2015 and amended on November 14, 2019 (collectively, the Bylaws) and are attached hereto as <u>Attachment A</u>. The Bylaws set forth the responsibilities of the officers of the Corporation (Officers). The Bylaws may be amended with the prior written consent of the members and by approval of the majority of the Board. The Corporation does not have any members. Therefore, a vote of the majority of the Board, or 2 votes, will allow for the amendment of the Bylaws.

The Corporation is required to execute various routine and customary corporate financial and tax documents necessary to maintain the legal standing of the Corporation. Examples of these types of documents include but are not limited to the Statement of Information that must be filed with the California Secretary of State and the 199N California e-Postcard with the State of California Franchise Tax Board. Section 13.3 of the Bylaws currently provides that: "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." To allow for the more efficient administration of the Corporation, the General Counsel of the Corporation recommends amending Section 13.3 as follows:

"13.3 <u>Authority to Execute Documents</u>. Each Officer of the Corporation is authorized to execute any routine or customary corporate financial or tax document necessary to maintain the legal standing of the Corporation. With respect to any other contract or instrument, such contract or instrument shall be executed by such persons as are designated by resolution of the Board, for general or specific purposes."

If adopted by the Board, the attached resolution (Attachment B) (Resolution) would amend Section 13.3 as set forth above.

PREPARED BY:

Elizabeth C. Alonso Deputy General Counsel, San Diego Unified Port District

Amy Gonzalez General Counsel, San Diego County Regional Airport Authority

Attachment A: Bylaws

Attachment B: Proposed revisions to Section 13.3 of the Bylaws

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 <u>Principal Office</u>. 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 <u>Other Offices</u>. 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 <u>Distribution upon Dissolution</u>. 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 <u>Meetings</u>. 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

- 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 <u>Terms; Successors.</u> 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 <u>Vacancies</u>. 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.

- 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 <u>Meetings by Telephone or Similar Communication Equipment</u>. 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 <u>Compensation</u>. Directors may not receive compensation from the Corporation for their services, but may be reimbursed for reasonably expenses incurred in the performance of their duties.

ARTICLE VIII COMMITTEES

- Section 8.1 <u>Board Committees</u>. 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 <u>Election of Officers</u>. 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 <u>Chair of the Board</u>. 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 <u>Secretary</u>. 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 <u>Insurance</u>. 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 <u>Maintenance of Corporate Records.</u> 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 <u>Inspection by Directors and Members</u>. 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.

- 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 <u>Transactions with Interested Directors</u>. 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 <u>License Holders' Conflict of Interest Codes</u>. 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.

- Section 13.2 <u>Budget</u>. 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 <u>Authority to Execute Documents</u>. 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 <u>Construction and Definitions</u>. 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.

ACTION BY INCORPORATOR

OF

WORLD TRADE CENTER SAN DIEGO, INC.

The undersigned, being the incorporator of World Trade Center San Diego, Inc, a California nonprofit public benefit corporation (the Corporation), and acting pursuant to the provisions of section 5134 of the California Corporations Code, hereby takes the following actions and adopts the following resolutions:

ADOPTION OF BYLAWS

RESOLVED, that the form of Bylaws attached to this Action as Exhibit "A," be and hereby are adopted as the Bylaws of the Corporation.

APPOINTMENT OF BOARD OF DIRECTORS

RESOLVED, that the following individuals be, and they hereby are, appointed as directors of the Corporation, effective as of the date hereof:

La LEIECO COCHITT	
BLOOME ANDON AVORDING	
ANSHALL MERCHEUD ON DIECO UNIFIED PONT DISTRICT	
AN DIECO UNIFIED PONT DISTRICT	

RESIGNATION OF INCORPORATOR

RESOLVED, that the undersigned, having appointed the board of directors of the Corporation, hereby resigns as the incorporator of the Corporation, effective as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Action, effective as of the day of Norman, 2015.

, Incorporator

Thomas A. Russell

Exhibit B

Amended Terms of Bylaws of World Trade Center San Diego, Inc.

- 1. Section 9.3.2 of the Bylaws is hereby deleted in its entirety and replaced with the following:
- "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 offices of the San Diego County Regional Airport Authority located at 3225 N Harbor Dr., San Diego, CA 92101 (Airport Authority Office) the original of these Bylaws as amended to date. The Secretary shall also keep or cause to be kept at the Airport Authority Office the originals of any other organizational documents of the Corporation, including without limitation, the Articles of Incorporation, the Conflict of Interest Code, and any filings on behalf of the Corporation with the Secretary of State of California.
 - (b) *Minute Book.* The Secretary shall keep or cause to be kept at the Airport Authority Office an original 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."
- 2. Section 9.3.3 of the Bylaws is hereby deleted in its entirety and replaced with the following:

"9.3.3 Treasurer.

(a) Books of Account. The Treasurer shall keep and maintain adequate and correct original books of and records of accounts of the properties and business transactions of the Corporation at the offices of the San Diego Unified Port District located at 3165 Pacific Highway, San Diego, CA (Port Office). The Treasurer shall send to the Directors such financial statements and reports as are required to be given by law, by these Bylaws,

- or by Board action. The originals of such financial statements and reports shall be kept and maintained at the Port Office.
- (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. The original of such financial statements shall be kept and maintained at the Port Office.
- (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."
- 3. Section 11.1 of the Bylaws is hereby deleted in its entirety and replaced with the following:

"Maintenance of Corporate Records. The Corporation shall keep at the Airport Authority Office those corporate records designated under Section 9.3.2 of the Bylaws. The Corporation shall keep at the Port Office those corporate records designated under Section 9.3.3 of the Bylaws. The Corporation shall also keep at the Port Office the originals of the Form 700 forms prepared by each of the Directors on an annual basis and any filings made on behalf of the Corporation with the Franchise Tax Board or Internal Revenue Service. Each of the License Holders may elect in their own discretion to maintain copies of any of the corporate records that such License Holder is not required to keep in original form pursuant to these Bylaws."

Attachment B

Proposed revisions to Section 13.3 of the Bylaws

13.3 <u>Authority to Execute Documents</u>. Each Officer of the Corporation is authorized to execute any routine or customary corporate financial or tax document necessary to maintain the legal standing of the Corporation. With respect to any other contract or instrument, such contract or instrument shall be executed by such persons as are designated by resolution of the Board, for general or specific purposes.

RESOLUTION XXXX

RESOLUTION AMENDING THE BYLAWS OF THE CORPORATION

WHEREAS, World Trade Center San Diego, Inc. (Corporation) was incorporated on October 29, 2015 pursuant to those certain Articles of Incorporation for World Trade Center San Diego, Inc. filed in the Office of the Clerk of the San Diego Unified Port District (Port) as Document No. 64239 (Articles); and

WHEREAS, the specific and primary purpose of the Corporation is to provide for the management of the rights and obligations, granted through a license issued to the Port, the San Diego County Regional Airport Authority (Airport Authority), and the City of San Diego (City, together with the Port and Airport Authority, the License Holders) by the World Trade Center Association, Inc. for the benefit of the residents and businesses located within the jurisdictional boundaries of the License Holders; and

WHEREAS, on November 19, 2015, the Corporation adopted the Bylaws of the Corporation (Original Bylaws) and the Original Bylaws were amended on November 14, 2019 (together with the Original Bylaws, the Bylaws); and

WHEREAS, the Bylaws are attached hereto as Exhibit A; and

WHEREAS, the Bylaws set forth the responsibilities of the officers of the Corporation (Officers); and

WHEREAS, the Board of Directors (Board) wishes to amend the Bylaws to allow all Officers to execute any routine or customary corporate financial or tax documents necessary to maintain the legal standing of the Corporation; and

WHEREAS, examples of these types of documents include but are not limited to the Statement of Information that must be filed with the California Secretary of State and the 199N California e-Postcard with the State of California Franchise Tax Board; and

WHEREAS, the Bylaws may be amended with the prior written consent of the members and by approval of the majority of the Board; and

WHEREAS, the Corporation does not have any members; and

WHEREAS, each of the License Holders is represented in the Board, with the Chair of the Board representing the Airport Authority, the Secretary representing the City, and the Treasurer representing the Port; and

NOW, THEREFORE, BE IT RESOLVED by the majority of the Board of Directors (Board) of the World Trade Center San Diego, Inc. (Corporation), as follows:

Section 13.3 of the Bylaws of World Trade Center San Diego, Inc. is hereby amended as set forth in Exhibit B attached hereto and incorporated by reference, and except as expressly amended, all terms, covenants, and conditions of said Bylaws shall remain in full force and effect.

APPROVED AS TO FORM AND LEGALITY:
CO-COUNSEL

Thomas A. Russell, San Diego Unified Port District General Counsel

Amy Gonzalez, San Diego County Regional Airport Authority General Counsel

PASSED AND ADOPTED by the Board of Directors of the World Trade Center San Diego, Inc., this 16th day of November 2021, by the following vote:

Exhibit A

Bylaws of World Trade Center San Diego, Inc.

(See attached.)

Exhibit B

Amended Terms of Bylaws of World Trade Center San Diego, Inc.

Section 13.3 of the Bylaws is hereby deleted in its entirety and replaced with the following:

"13.3 <u>Authority to Execute Documents</u>. Each Officer of the Corporation is authorized to execute any routine or customary corporate financial or tax document necessary to maintain the legal standing of the Corporation. With respect to any other contract or instrument, such contract or instrument shall be executed by such persons as are designated by resolution of the Board, for general or specific purposes."







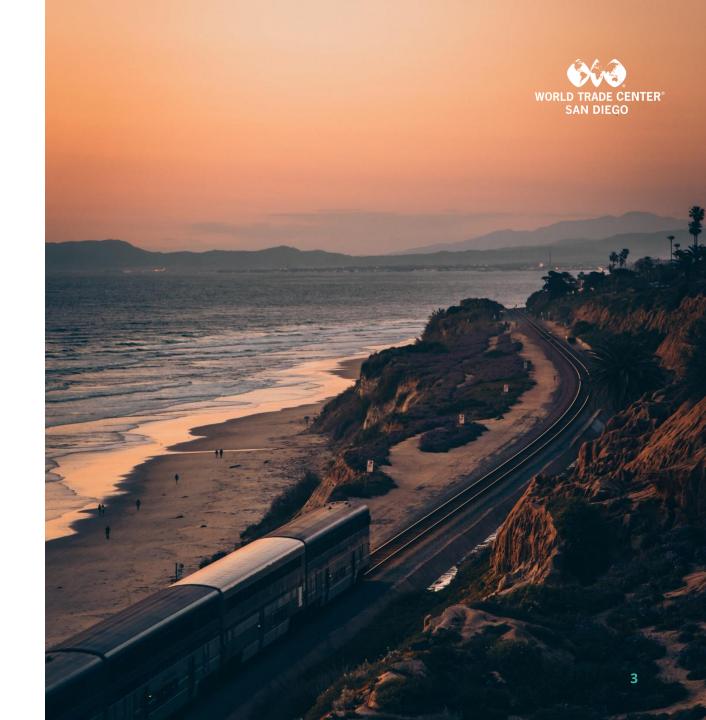
Regular Meeting

November 16, 2021



Meeting Agenda

- Status update on 2021 work plan
- Update license holder deliverables, GCC and 2021 Annual Report
- Draft 2022 work plan



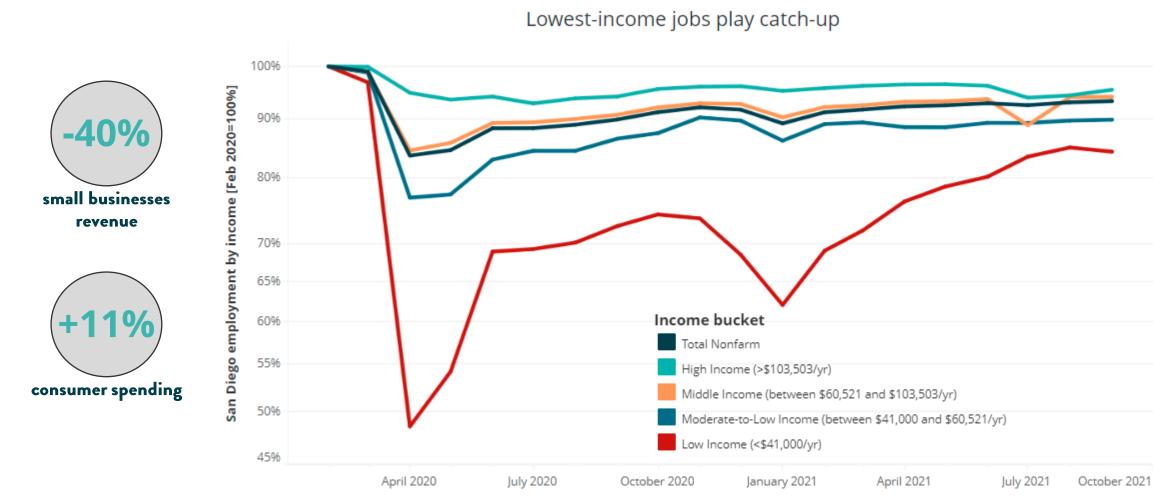


Status update on 2021 workplan



WO DIEGO

The pandemic widened inequality



2021 Work Plan

Exports

Launch Year 6 MetroConnect cohort

\$6M+ new international sales for Year 5 MetroConnect cohort

Establish Export Specialty SBDC

Foreign Investment

Develop binational investment attraction strategy

Execute five cross-border company projects

Retain international nonstop service to Europe & Asia

Global Identity

Release 2025 Go Global Strategy

Brief local leaders on global issues affecting San Diego

2021 Work Plan

Exports

Launch Year 6 MetroConnect cohort IN PROCESS

\$6M+ new international sales for Year 5 MetroConnect cohort

COMPLETE

SBDC COMPLETE

Foreign Investment

Develop binational investment attraction strategy

IN PROCESS

Execute five cross-border company projects

IN PROCESS

Retain international nonstop service to Europe & Asia

IN PROCESS

Global Identity

Release 2025 Go Global

Strategy

COMPLETE

Brief local leaders on global issues affecting San Diego

COMPLETE

MetroConnect V

International sales accelerator program

Financial Resources:

- \$5k Export Grant
- \$25K Grand Prize

Programmatic Resources:

- Workshops
- Translation software
- Flight discounts
- Media and PR support
- Network of mentors, service providers & overseas contacts

80

companies across five cohorts

\$890K

export grants awarded by MetroConnect

\$95M

net increase in exports

22

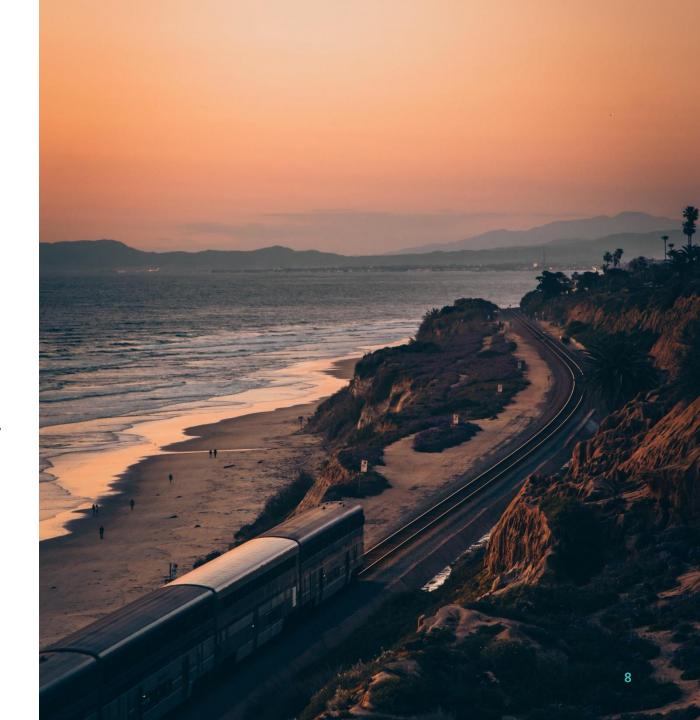
new overseas facilities established

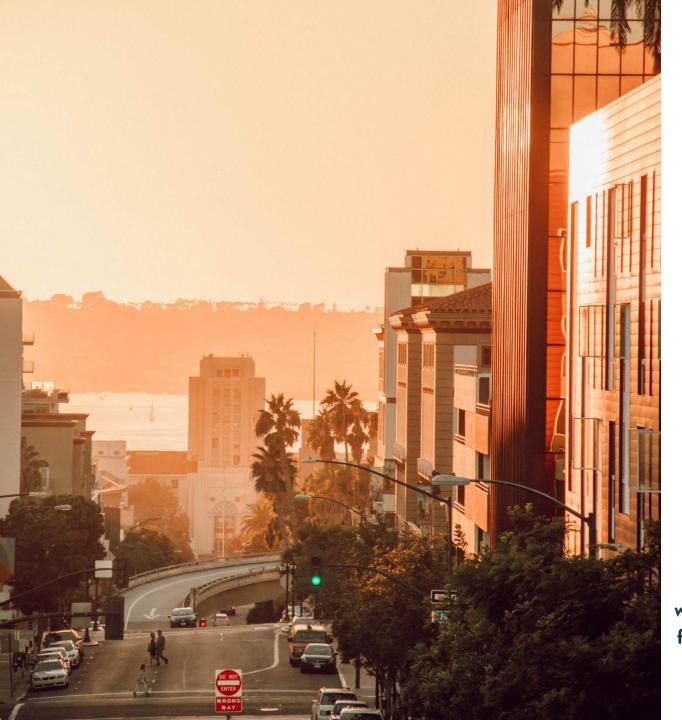
269

net increase in San Diego employment

543

new international contracts





Export SBDC Small business development center

- Export Education
- Market Intelligence
- No-cost advising from technical consultants
- Partnership with USD Global Readiness Program

workshops hosted for SBDC clients

non-MetroConnect companies supported

635
SBDC
counseling hours

WORLD TRADE CENTER® SAN DIEGO

Go Global 2025: San Diego's Trade & Investment Initiative

01

Lead with most competitive industries with highest job creation potential

02

Capture investment all along the cross-border value chain

03

Prioritize market access for small business 04

Modernize and expand service through international ports of entry

05

Deepen publicprivate partnership & diplomacy on targeted international activity

goglobal2025.wtcsd.org



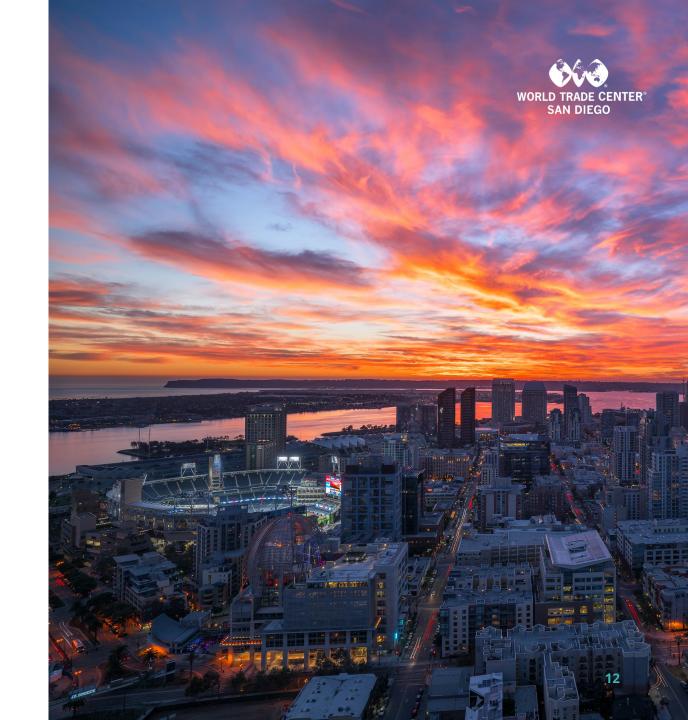


Status update on license holder deliverables, GCC, and annual report

City of San Diego

Key Deliverables:

- MetroConnect V export support for 15 small businesses
- Ongoing covid relief consulting and support for 200+ small businesses



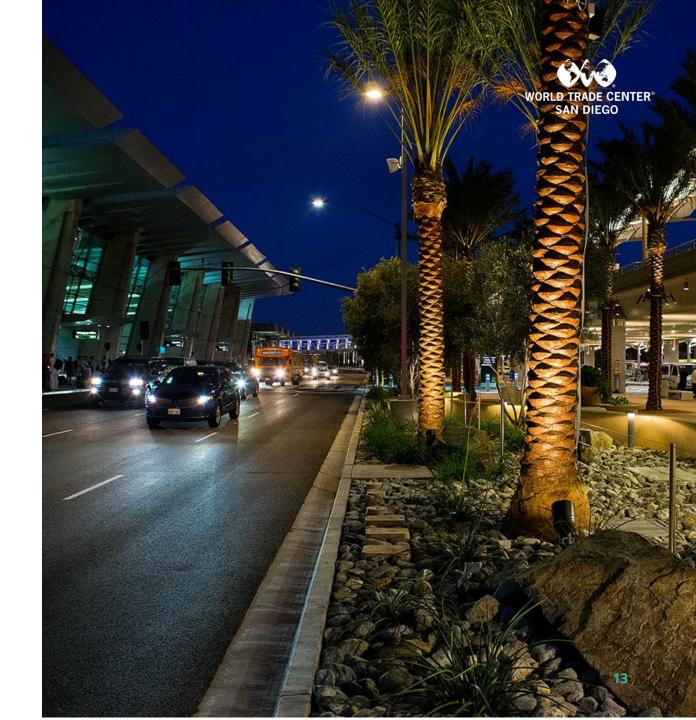
San Diego International Airport

Key Deliverables:

- Corporate travel survey
- Market intelligence
- Support on air service webinars and events

"79 percent of businesses are willing to pay a premium to fly on a San Diego nonstop route versus flying from Tijuana or Los Angeles"

-WTC Corporate Travel Survey



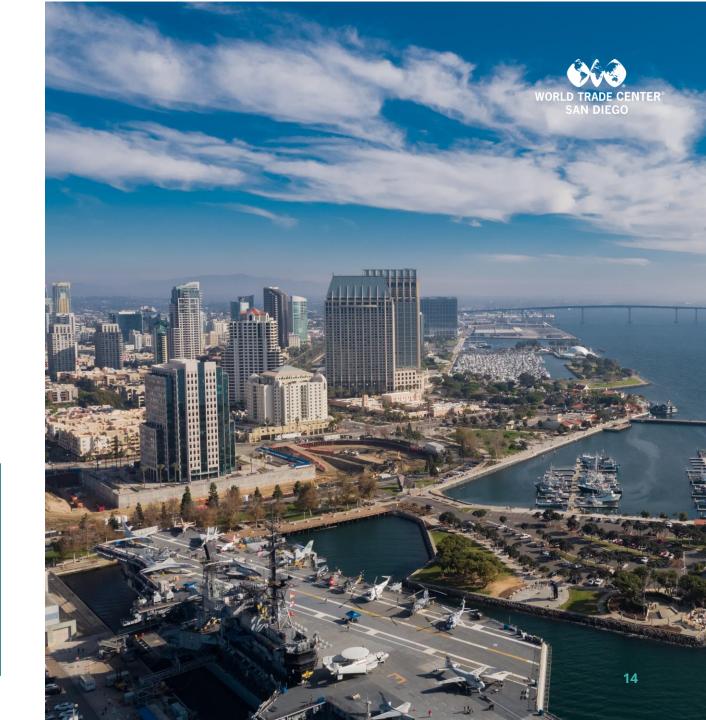
Port of San Diego

Key Deliverables:

- Business landscape survey
- Supply chain roundtable & GCC
- Container Service Expansion Report

"14 percent of respondents already import/export from the Port of San Diego. 24 percent would like to if the Port can accommodate their goods"

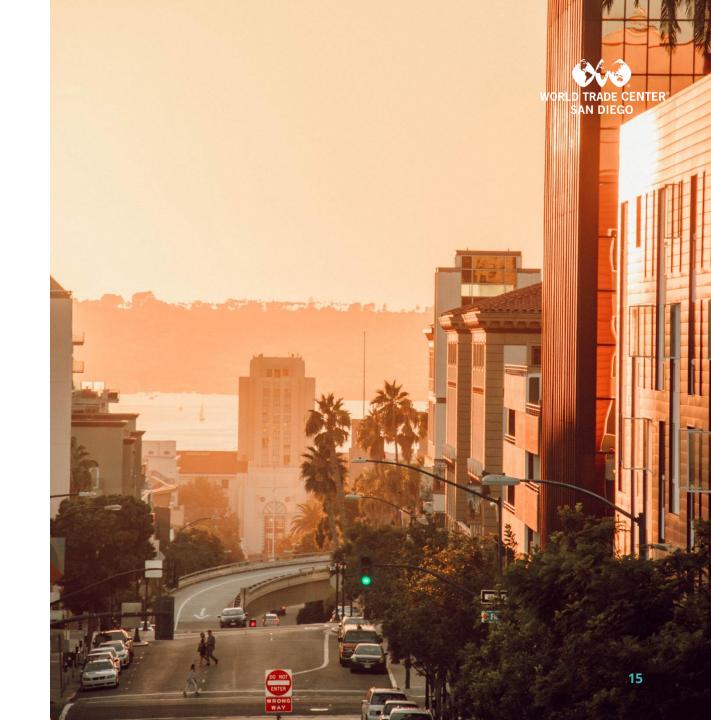
-EDC Business Landscape Survey



Administration

Key Deliverables:

- Quarterly (virtual) meetings of the Global Competitiveness Council
- Monthly founding partner staff calls
- Management of WTC brand and license/ WTCA coordination & reporting



Global Competitiveness Council

The Global Competitiveness Council (GCC) is a group of senior business, academic, government, and civic partners that drives a comprehensive regional global engagement strategy and seeks to position San Diego as a thought leader on issues related to trade, investment, and competitiveness. The GCC advises on WTC San Diego programming; generates public support, financial resources, and coordination mechanisms for the broader initiative; and issues periodic trade and investment policy recommendations on behalf of the region.

Founding Partner Appointees

Kimberly Becker, President & CEO, San Diego County Regional Airport Authority Joe Stuyvesant, President & CEO, Port of San Diego Mark Cafferty, President & CEO, San Diego Regional EDC Nikia Clarke, Executive Director, WTC San Diego Christina Bibler, Director Economic Development, City of San Diego

Council Members

Mark Ballam, Managing Director, San Diego State University (CIBER) Eric Carr, Senior Vice President of System Operations, Cubic Global Defense Rick Cooper, Entrepreneur in Residence, UC San Diego Mike Corbo, COO & Executive Vice President, Mitsubishi Electric US Peter Cowhey, Dean of the School of Global Policy & Strategy, UC San Diego Mario Cugini, CEO, Foxfury Flory Ellis, Director of Global Expansion, Northrop Grumman Mark Field, Vice President of Software, Insulet Paul Flynn, Vice President of International Market Development, Dexcom Jose Torres, Chief Accounting Officer, Illumina

Council Members - Continued

Jorge Goytortua, President & CEO, Cross Border Xpress Rupinder Bhatal, General Manager, Kyocera Zabrina Johal, Director of Business Development, General Atomics Kerri Kapich, COO, San Diego Tourism Authority Kristina Kim, General Counsel, Seltzer Caplan McMahon Vitek Magda Marquet, Founder & Co-CEO, Alma Life Sciences Takatoshi Oda, Account Manager and Passenger Sales, Japan Airlines Jim Perkins, COO, Procopio

Randy Pruitt, Director of Construction & Facilities, Stone Brewing Co. Bo Reed, Senior Corporate Counsel, Solar Turbines

Garry Ridge, President & CEO, WD-40 Company

Monique Rodriguez, Senior Director of Government Affairs, Qualcomm

Aaron Ryan, Executive Director, San Diego Middle Market Banking, JPMorgan Chase

Rene Sanchez, Global Logistics & Senior Manager, TaylorMade

Jason Strohm, Worldwide Vice President and General Manager, BD

Natalie Hosea, Head of Takeda CA, Takeda Pharmaceuticals

Barbara Wight, CFO, Taylor Guitars

Zach Zimmerman, CEO, Forge Therapeutics



CLICK HERE FOR THE ANNUAL REPORT



Draft 2022 work plan



Some trends are here to stay

82% of San Diego businesses agree their companies will look fundamentally different

01

Digital transformation has accelerated

02

Supply chains must be efficient AND resilient 03

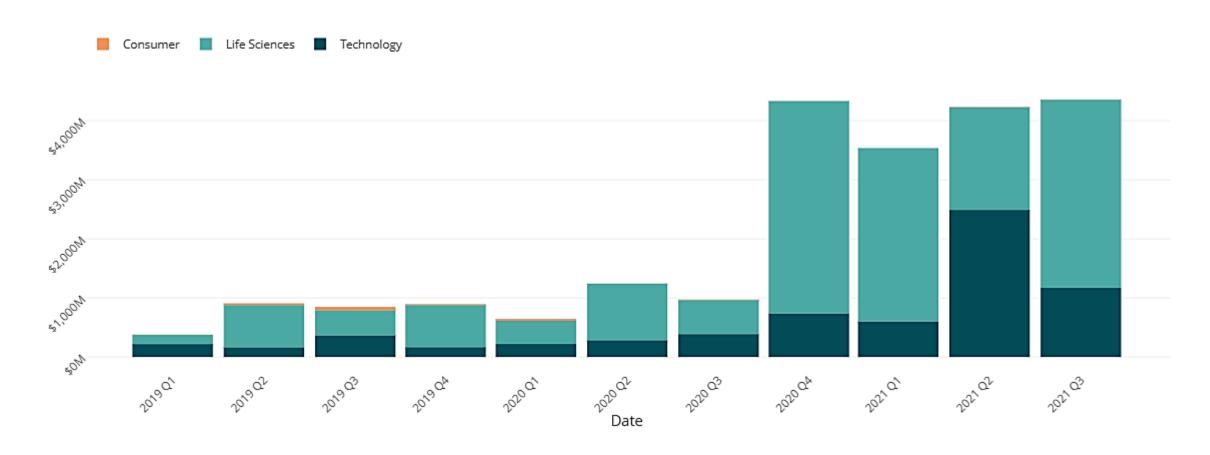
Small businesses face big headwinds

04

The future of the workplace is uncertain

Capital is flooding the region

Last three quarters of venture capital dwarf previous three years.



The affordability crisis is worsening Median home price rose 20% during last 12 months.

Chronically undersupplied market... 18,000 2.0 Adequate/over-supplied 15,000 1.5 San Diego Housing Permits 12,000 9,000 6,000 3,000 Under-supplied -3,000 -0.5 -6,000 -9,000 2004 2006 2008 2010 2012 2014 2016 2018

Permits per chg in population (normalized) (R)



Single-family (L)

2022 Work Plan

Exports

Launch Year 6 MetroConnect cohort

\$3M+ new international sales for Year 6 MetroConnect cohort

Enhance Export Specialty SBDC services

Foreign Investment

Execute binational investment attraction strategy

Complete five cross-border company projects

Retain international nonstop service to Europe & Asia

Global Identity

Execute 2022 Thriving Cities Trade Mission

Complete 4x impactful GCC meetings

Support investments in critical trade infrastructure

Business Services



EDC works with hundreds of companies every year



Regulatory/ Permitting Support



Marketing/ Visibility



Market Strategy



Talent Pipeline Development



Intelligence/ Research



Inbound Investment Support



Expansion Services/ Site Selection



Strategic Partnerships



Economic Incentive Consulting



Export/Logistics Consulting

2022 Contract Highlights







- Route Development and Retention Support
- Corporate Travel Survey III
- Airline Stewardship
- Corporate Travel Survey III
- Trucker Roundtable (January)
- Carrier Roundtable (April)
- MetroConnect Program
- Thriving Cities Trade Mission

Budget and Staffing

PARTNER	WTC AMOUNT	VEHICLE	NOTES
PORT	\$50K	Fee for service contract with detailed scope. Quarterly reporting.	\$12k license renewal paid to WTCA directly \$15k board dues to EDC paid
AIRPORT	\$50K	Fee for service contract with detailed scope. Quarterly reporting.	\$25k additional for route service development \$5k EDC board dues paid
CITY	\$50K	Fee for service contract with detailed scope. Quarterly reporting.	\$100K in other contracted EDC activities for FY21.
SBDC	\$200K	Fee for service contract with detailed scope. Quarterly reporting.	New in October 2020 to establish SBDC export specialty center @WTCSD
EDC	\$150k+	Private sector sponsorships and membership dues	\$75k of sponsorships pass-through to MetroConnect grantees.

^{*}EDC staffs the WTC work with a team of 3FTEs plus 30% of an Executive Director and comms/research/accounting support.

Thank you.

WEB wtcsd.org **SOCIAL** @WTCSanDiego

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WHAT:

The Global Competitiveness Council (GCC) is a group of senior business, academic, government, and civic partners that drives a comprehensive regional global engagement strategy and seeks to position San Diego as a thought leader on issues related to trade, investment, and competitiveness. The GCC advises on WTC San Diego programming; generates public support, financial resources, and coordination mechanisms for the broader initiative; and issues periodic trade and investment policy recommendations on behalf of the region.

WHEN:

The GCC meets quarterly. The schedule for 2021 is:

- Thursday, April 1 Go Global 2025 Launch: Regional Trade and Investment Strategy
- Thursday, June 17 Logistics Disruptions & the Binational Region
- Monday, September 13 Global Cyber Threats
- Thursday, December 9 2022 Global Economic Forecast

WHO:

Chair:

<u>San Diego County Regional Airport Authority Appointee:</u>
<u>Unified Port of San Diego Appointee:</u>

City of San Diego Appointee:

San Diego Regional EDC Appointee:

World Trade Center San Diego Appointee:

Trade Organization Appointees:

Ken Behan, Systran Technologies
Kimberly Becker [or as assigned]
Joe Stuyvesant [or as assigned]
Christina Bibler [or as assigned]
Mark Cafferty
Nikia Clarke
Jen Landress, Biocom
David Pasquini, UK Government Office
Karen Sleiman, Consulate of Canada
Carlos Gonzalez-Gutierrez, Consulate of Mexico
Kerri Kapich, San Diego Tourism Authority



Council Members

Yasmeen Ahmad, Vice President Strategy, Teradata

Matthew Andersen, Director, International Trade Administration, U.S. Department of Commerce

Paola Avila, Chief of Staff, Office of Mayor Todd Gloria

Mark Ballam, Managing Director, San Diego State University (CIBER)

Kimberly Becker, President & CEO, San Diego County Regional Airport Authority

Ken Behan, Vice President, Sales and Business, SYSTRAN

Rupinder Bhatal, General Manager, Kyocera North America

Christina Bibler, Director, Economic Development, City of San Diego

Greg Borossay, Principle, Maritime Business Development, Port of San Diego

Renee Bowen, Director, Center for Commerce & Diplomacy, University of California, San Diego

Hampton Brown, Vice President, San Diego County Regional Airport Authority

Alessandra Capritto, Commercial Banker, JPMorgan Chase & Co.

Eric Carr, Senior Vice President of System Operations, Cubic Global Defense

Mike Corbo, CEO & Executive Vice President, Mitsubishi Electric US

Mario Cugini, CEO, Foxfury

Maritza Diaz, CEO, ITjuana

Rob Douglas, President & COO, ResMed

Flory Ellis, Director of Global Expansion, Northrop Grumman

Rita Fernandez, Director of Global Affairs, Office of Mayor Todd Gloria

Mark Field, Vice President of Software, Insulet

Danny Fitzgerald, Regional Director, Small Business Development Center Network

Carlos Gonazles-Gutierrez, Consul General, Consulate of Mexico, San Diego

Jorge Goytortua, President & CEO, Cross Border Xpress

Brooke Guiffre, Transaction Coordinator, IQHQ Inc.

David Hester, Kyocera Mexicana President, Kyocera

Natalie Hosea, Head of Takeda CA and Global Research Externalization, Takeda Pharmaceuticals

Zabrina Johal, Director of Business Development, General Atomics

Heidi Knuff, Executive Director, San Diego Diplomacy Council

Fabrice Kunzi, Senior Staff Engineer, General Atomics

Vivek Lall, Chief Executive, General Atomics

Jennifer Landress, Senior Vice President & COO, Biocom

Magda Marquet, Founder & Co-CEO, Alma Life Sciences

Takatoshi Oda, Account Manager and Passenger Sales, Japan Airlines



David Pasquini, Consul, Government & Business Affairs, Foreign and Commonwealth, UK Government **Jim Perkins**, COO, Procopio

Mary Anne Pintar, District Chief of Staff, Congressman Scott Peters 52nd District

Albert P. Pisano, Dean, Jacobs School of Engineering, UC San Diego

Bo Reed, Senior Corporate Counsel, Solar Turbines

John Reeves, Executive Director Strategic Government Initiatives, Viasat

Garry Ridge, President & CEO, WD-40 Company

Monique Rodriguez, VP of Government Affairs, Qualcomm

Aaron Ryan, Executive Director, San Diego Middle Market Banking, JPMorgan Chase

Sue Saarnio, Consul General, U.S. Consulate General, Tijuana

Kiana Sabet, Account Manager, Western US, Lufthansa

Rene Sanchez, Global Logistics Senior Manager, TaylorMade

Karen Sleiman, Consul, Head of Office and Trade Commissioner, Consulate of Canada

Kristina Sojung Kim, Counsel, KS Kim Law, PC

John Stevens, Vice President, IT, Thermofisher Scientific

Jason Strohm, Worldwide Vice President and General Manager, BD

Joel Valenzuela, Director, Maritime Business Line, Port of San Diego

Kerri Verbeke Kapich, COO, San Diego Tourism Authority

Karen Weinstein, Worldwide Vice President, Operations, BD

Barbara Wight, CFO, Taylor Guitars



Go Global: San Diego's Trade and Investment Initiative

Thursday, April 1st, 2021 8:30 AM – 10:00 AM

Virtual

Zoom meeting: https://us02web.zoom.us/j/88342266110
Meeting ID: 883 4226 6110

I. Welcome

• Ken Behan, Chair, Global Competitiveness Council

II. Opening Remarks

- Congressman Scott Peters, CA 52nd Congressional District, US House of Representatives
- Mayor Todd Gloria, City of San Diego

III. Go Global 2025: San Diego's Trade & Investment Initiative Report Overview

• Dr. Nikia Clarke, Executive Director, World Trade Center San Diego

IV. Panel: San Diego's Global Competitiveness

- Moderator: Dr. Renee Bowen, Director, Center for Commerce and Diplomacy, UC San Diego
- Garry Ridge, Chairman of the Board & CEO, WD-40
- Kathleen Lynch, Vice President, Global Government Affairs & Public Policy, Illumina
- Maritza Diaz, CEO, iTjuana
- Dr. Vivek Lall, Chief Executive, General Atomics Global

V. Closing/Adjourn

• Ken Behan, Chair, Global Competitiveness Council



Let's Go Global, San Diego

Join us as we launch "Go Global: San Diego's Trade and Investment Initiative" on Thursday, April 1 from 8:30 a.m. – 10:00 a.m.

During this virtual Global Competitiveness Council meeting, we'll share key findings from our new strategic plan and discuss how trade and investment will help San Diego strengthen its global competitiveness and domestic resilience.

Our speakers:

- Congressman Scott Peters, CA 52nd Congressional District, U.S. House of Representatives
- Mayor Todd Gloria, City of San Diego
- Dr. Renee Bowen, Director, Center for Commerce and Diplomacy, UC San Diego
- Garry Ridge, Chairman of the Board & CEO, WD-40
- Kathleen Lynch, Vice President, Global Government Affairs & Public Policy, Illumina
- Maritza Diaz, CEO, iTjuana
- Dr. Vivek Lall, Chief Executive, General Atomics Global

About Go Global:

In 2015, as part of a strategic partnership with the <u>Brookings Institution</u> and in collaboration with regional stakeholders, <u>World Trade Center San Diego</u> (WTCSD) released, "Go Global: San Diego's Global Trade and Investment Initiative."

Five years later, WTCSD has refreshed this regional strategic plan in partnership with the <u>Center for Commerce and Diplomacy</u> at UC San Diego, now focusing on global engagement as an engine for regional recovery and resilience.



Addressing Supply Chain Disruption as a Binational Region

Thursday, June 17, 2021 8:30 AM – 10:00 AM

Virtual

Zoom meeting

Meeting ID: 847 0462 5217

I. Welcome

Ken Behan, Chair, Global Competitiveness Council

II. Regional Supply Chain Overview

Eduardo Acosta, Vice President, R.L. Jones Customhouse Brokers

III. Panel: Supply Chain& Logistics

- Hyoduk Shin, PhD., Professor of Innovation and Operations, UCSD Rady School of Management (moderator)
- Leslie Oliver, Director Global Supply Chain, Solar Turbines
- David Adler, Head of Procurement & Manufacturing, Cubic Corporation
- David Arida, Senior Vice President Global Manufacturing Operations,
 Dexcom

IV. WTC Update

Lucas Coleman, Manager, WTC San Diego; Director, Export Specialty SBDC

V. Closing/Adjourn

Ken Behan, Chair, Global Competitiveness Council



Via Zoom: https://us02web.zoom.us/j/89686046806 Monday, September 13, 2021 10:00 AM – 12:00 PM

I. Welcome

Nikia Clarke, Executive Director, World Trade Center San Diego

II. Introduction of CFIUS/Speakers

Lisa Easterly, President & CEO, San Diego Cyber Center of Excellence (CCOE)

- III. CFIUS presentation
 - David Rader, Deputy Director at Office of the Secretary of Defense
- IV. Discussion (Chatham House Rules apply)
- V. Closing/Adjourn

Nikia Clarke, Executive Director, World Trade Center San Diego



Thursday, December 9, 2021 2:00 PM – 3:30 PM

Location

Via Zoom

I. Welcome by Chair

Ken Behan, President, Cubic Transportation Systems

II. WTC Year in Review

Lucas Coleman, Senior Manager, WTC San Diego

III. 2022 Global Economic Forecast

Renee Bowen, Director, Center for Commerce and Diplomacy, UC San Diego (moderator) Maggie O' Sullivan, Industry Executive, Multinational Corporations, JP Morgan Chase Pilar Dieter, Senior Partner, YCP Solidiance

IV. Anointing of the Sovereigns

Ken Behan → Rob Douglas & Kim Becker (tent.) Nikia bestows gift

V. Adjourn