



Southeastern  
Economic  
Development  
Corporation

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## Memorandum

Date Issued: July 23, 2010  
Meeting of: July 28, 2010  
To: Chair and Members of the SEDC Board of Directors  
From: Brian L. Trotier, Acting President/CEO  
Subject: ***Adoption of a Resolution Limiting the Powers of the Executive Committee***

Item No. 9f – Report No. 10-032 (*Continued from the Agenda of June 23, 2010 – Item No. 10c Report No. 10-026*)

### SUMMARY

Staff Recommendation – That the Board of Directors adopts a resolution limiting the powers of the Executive Committee.

Fiscal Impact – None with this action.

### BACKGROUND

At its meeting of April 28, 2010, the Board of Directors approved the Amended and Restated Bylaws (Bylaws). The new Bylaws allow the Executive Committee to exercise all or a portion of the authority of the Board of Directors (Article 10, Section 3 – Executive Committee Authority). During the discussion, Board member Richard Geisler raised questions regarding the Committee's authority to meet in between regular meetings of the Board of Directors while exercising the powers of the Board.

At the direction of the Board, Corporate Counsel has prepared the attached resolution which establishes specific requirements of when the Executive Committee can take action in between regular meetings of the Board of Directors.

A handwritten signature in blue ink, reading 'Brian L. Trotier', is written over a horizontal line.

Submitted/Approved by  
Brian L. Trotier  
Acting President/CEO

BLT:kk  
Attachment – Corporate Resolution No. 43

SOUTHEASTERN ECONOMIC DEVELOPMENT CORPORATION

RESOLUTION NO. 43

ADOPTED ON \_\_\_\_\_

A RESOLUTION OF THE SOUTHEASTERN ECONOMIC  
DEVELOPMENT CORPORATION LIMITING THE POWER OF THE  
EXECUTIVE COMMITTEE

WHEREAS, the Southeastern Economic Development Corporation, Inc. ("SEDC"), a non-profit public benefit corporation acting pursuant to the powers granted to it in the Amended and Restated Operating Agreement between the Redevelopment Agency of the City of San Diego ("Agency") and SEDC, is engaged in activities necessary to carry out and implement the Redevelopment Plan for the Central Imperial, Gateway Center West, Mount Hope, and Southcrest Redevelopment Project Areas and the Dells Imperial Study Area ("Project Areas"); and

WHEREAS, the Amended and Restated Bylaws ("Bylaws") of the Southeastern Economic Development Corporation, Inc., approved on April 28, 2010, allow the SEDC Board of Directors ("Board") to designate one or more committees to exercise all or a portion of the authority of the Board, and

WHEREAS, if an Executive Committee is formed, unless limited in a resolution of the Board, it shall have and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board with the exception of certain enumerated authorities related to submission of the corporation budget; and

WHEREAS, the Board desires to limit the authority of the Executive Committee related to decisions that would ordinarily be made by the Board to those matters which cannot be delayed until a meeting of the Board can be scheduled and to require that such matters scheduled for consideration by the Executive Committee include an explanation of the urgency of the issue, efforts to schedule a special meeting of the Board, and the risk in delaying the decision until the Board can meet.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of SEDC as follows:

1. The Executive Committee is precluded from acting on matters that would otherwise be reserved to the Board unless: the urgency of the matter requires action before the full Board can be convened and the fact and circumstances leading to the need to take action developed after the last Board meeting.

2. An item scheduled for action by the Executive Committee that would normally be decided by the Board, shall include an explanation of the urgency of the matter, efforts to schedule a special meeting of the full Board, and the risk to the Corporation of delaying the decision until the next opportunity for the Board to meet.

APPROVED this \_\_\_\_\_ day of \_\_\_\_\_, 2010.

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D. Cruz Gonzalez, Chair  
SEDC

APPROVED AS TO FORM:

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Leslie E. Devaney, Corporate Counsel  
Stutz Artiano Shinoff & Holtz