

**CONFLICT OF INTEREST CODE
OF
SAN DIEGO CONVENTION CENTER CORPORATION, INC.**
as amended September 22, 2006

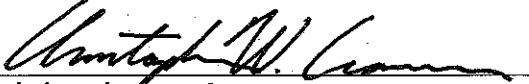
1. **Standard Code of FPPC** The Political Reform Act of 1974 (Government Code section 81000, *et seq.*) requires each state and local government agency to adopt and promulgate a conflict of interest code. San Diego Convention Center Corporation, Inc. has heretofore adopted such a code. This code applies to the San Diego Convention Center Corporation, Inc. and its subsidiary, San Diego Theatres, Inc. The Fair Political Practices Commission (FPPC) has promulgated a regulation (2 Cal. Code of Reg. § 18730) which contains the terms of a standard conflict of interest code and can be incorporated by reference as an agency's code. After public notice and hearing the regulation may be amended by the FPPC to conform to amendments in the Political Reform Act.

2. **Adoption of Standard Code of FPPC** The terms of Title 2, California Code of Regulations, Section 18730 and any future amendments thereto duly adopted by the FPPC are hereby incorporated by reference. This regulation and the Appendices attached hereto designating officials and employees and establishing disclosure categories shall constitute the Conflict of Interest Code of San Diego Convention Center Corporation, Inc. This code shall take effect when approved by the City of San Diego and shall thereupon supersede all prior codes adopted by San Diego Convention Center Corporation, Inc.

3. **Filing of Statements of Economic Interests**

Pursuant to Section 4 of the standard code, persons holding the positions designated in **Appendix A**, attached hereto, shall file statements of economic interests with the Clerk of the City of San Diego. The statements of economic interests must disclose investments and business positions, income and gifts, and interests in real property in accordance with the filer's disclosure category (set forth in Appendix A) and the disclosure requirements listed in **Appendix B**, attached hereto. Members of the Board of Directors shall file their statements with the City Clerk. Employees and consultants shall file their statements with the corporation's Vice-President and General Counsel, who shall make and retain copies and forward the originals of these statements to the City Clerk.

Adopted by the Board of Directors of San Diego Convention Center Corporation, Inc. on September 22, 2006.


Christopher W. Cramer
Secretary-Treasurer

CERTIFICATION

The foregoing to the Conflict of Interest Code was prepared by San Diego Convention Center Corporation, Inc. after a fair opportunity was offered to all employees and officials designated herein to present their views.

Dated: **9-22-06**


Carol C. Wallace
President and Chief Executive Officer

APPENDIX A
Jurisdiction, Designated Positions and Disclosure Categories

Jurisdiction

The jurisdiction applicable to those persons required to file Statements of Economic Interest pursuant to this Conflict of Interest Code is as follows:

- For directors, employees and consultants of the San Diego Convention Center Corporation the jurisdiction is the San Diego Convention Center
- For directors, employees and consultants of San Diego Theatres, Inc. the jurisdiction is the Civic Theatre

Designated Positions/Disclosure Categories

The following designated positions are required to disclose economic interests according to the categories assigned.

<i>Position</i>	<i>Disclosure Category</i>
Officer or Member of Board of Directors	Category 1
Ex-Officio Member of Board of Directors	Category 3
President and Chief Executive Officer	Category 1
Senior Vice President and Chief Operating Officer	Category 1
Executive Vice President, Sales and Marketing	Category 2
Vice President and General Counsel	Category 1
Vice President, Finance	Category 1
Vice President, General Manager	Category 2
Vice President, Human Resources	Category 2
Vice President, Public Affairs	Category 2
Associate General Counsel	Category 2
Procurement Manager	Category 3
President and Chief Operating Officer – San Diego Theatres, Inc.	Category 1
Consultants	Category 4

APPENDIX B
Disclosure Categories

Category 1: You must disclose:

- Investments and business positions in business entity doing business with the San Diego Convention Center Corporation or San Diego Theatres, Inc. or providing any type of goods and services to meeting planners, conventions, trade shows, consumer shows, theatrical producers, or any other business that uses the Convention Center, Convention and Performing Arts Center, the Civic Theatre, or any similar meeting facility.
- Income and gifts from any source doing business with or who is a party to a contract with the San Diego Convention Center Corporation or San Diego Theatres Inc.
- Interest in real property located within a two (2) mile radius of the San Diego Convention Center, the Civic Theatre, and any other real property owned, used or operated by the San Diego Convention Center Corporation or San Diego Theatres, Inc.

Category 2: You must disclose:

- Investments and business positions in any entity doing business with the San Diego Convention Center Corporation or San Diego Theatres, Inc. or providing any type of goods and services to meeting planners, conventions, trade shows, consumer shows, theatrical producers, or any other business that uses the Convention Center, Convention and Performing Arts Center, the Civic Theatre, or any similar meeting facility.
- Income and gifts from any source doing business with or who is a party to a contract with the San Diego Convention Center Corporation or San Diego Theatres Inc.

Category 3: You must disclose

- Investments and business positions in any firm that supplies goods or services to the San Diego Convention Center Corporation or San Diego Theatres, Inc.
- Income and gifts from any person or business entity that supplies goods or services the San Diego Convention Center Corporation or San Diego Theatres, Inc.

Category 4: Consultants shall be included in the list of designated employees and shall disclose pursuant to the broadest disclosure category in the code subject to the following limitation: The President may determine in writing that a particular consultant, although a "designated filer", is hired to perform a range of duties that is limited in scope and thus is not required to fully comply with the disclosure requirements described in this section. Such written determination shall include a description of the consultant's duties and, based upon that description, a statement of the extent of disclosure requirements. The President'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.