



**OFFICE OF MAYOR JERRY SANDERS
CITY OF SAN DIEGO**

MEMORANDUM

DATE : March 29, 2010

TO : Council President Ben Hueso & Honorable Members of the San Diego City Council

FROM : Mayor Jerry Sanders

SUBJECT : Appointment and Reappointments to the Ethics Commission

It is my pleasure to appoint John O'Neill and Graydon "Bud" Wetzler and reappoint Lee Biddle and Clyde Fuller to the Ethics Commission, subject to your confirmation.

John O'Neill is a Partner at Procopio, Cory, Hargreaves & Savitch, LLP, practicing law in the business, corporate and securities, mergers and acquisitions, and litigation practice areas. Clients include manufacturers, distributors, retailers, medical device and technology companies, e-commerce businesses, nonprofit corporations and service businesses.

Mr. O'Neill served as Past Chair of the San Diego County Taxpayers Board of Directors and sits on the Executive Committee. He is also Past Chair and on the Board of the San Diego Downtown YMCA. Mr. O'Neill also acts as legal counsel to numerous nonprofit organizations including the San Diego Humane Society and the Society for the Prevention of Cruelty to Animals.

His professional affiliations include the American Bar Association Business and Taxation sections, the State Bar of California Business, International and Taxation sections, and the San Diego County Bar Association. He was selected for inclusion in the 2007 *Southern California Super Lawyers – San Diego* list in the Business/Corporate category.

Mr. O'Neill is registered as Declined to State and will replace Krishna Haney, who resigned, for a term ending June 30, 2011. He resides in Point Loma and was nominated by Councilmember Carl DeMaio.

Graydon "Bud" Wetzler retired in 2002 after more than 30 years experience in corporate management, operations, and oversight. His distinguished career includes 22 years of executive service and leadership at Rohr, Inc., which was acquired by Goodrich in 1997. While at Rohr/Goodrich, Mr. Wetzler served in various capacities and rose up the

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corporate ranks to ultimately become Group President. During his career, he managed and directed various functions within the corporation including operations, research and development, quality assurance, and information technology. His tenure at Rohr includes serving as Vice President for Management of Information Systems, Vice President of Quality for Assembly and Research and Development, and Vice President of Quality Assurance. From 1994-1999, Mr. Wetzler was the Senior Vice President of Operations responsible for overseeing procurement and manufacturing for 10 manufacturing plants throughout the United States and Europe. From 1999-2001, Mr. Wetzler was the Group President and Goodrich Officer for the \$1.5 billion Aerostructures & Aviation Services Group, and oversaw strategy, customer relations, financial results, and personnel development.

Mr. Wetzler was also instrumental in successfully establishing an Ethics Office, hiring an Ethics Officer, and developing ethics policies, procedures, and training programs on behalf of the corporation. Mr. Wetzler was also instrumental in establishing reporting guidelines to support integrity and transparency throughout the corporation.

Mr. Wetzler is a graduate of the Advanced Management Program at Harvard University, and received a Master of Business Administration from the University of North Carolina, and Bachelor of Arts degree in Math from Washington College in Maryland.

Mr. Wetzler is a registered Republican, and was nominated by Council President Pro Tem Kevin Faulconer. He will replace Gil Cabrera, who resigned, for a term expiring June 30, 2013. Mr. Wetzler resides in La Jolla.

Mr. Clyde Fuller has served on the Ethics Commission since 2007 and Mr. Lee Biddle has served since 2005. Both are being reappointed with terms expiring June 30, 2013.

I ask that you confirm these appointments and reappointments and join me in acknowledging these individuals for their willingness to give their time and expertise to serve the City of San Diego.



JERRY SANDERS
Mayor

JS:jb

cc: City Attorney Jan Goldsmith
City Clerk Elizabeth Maland



John C. O'Neill, Partner

Practice Areas	Corporate and Securities Mergers and Acquisitions Emerging Growth and Technology
Admissions	California

Professional Summary

Mr. O'Neill's practice emphasizes business transactions, corporate/venture formations, mergers and acquisitions, private equity offerings, financing, equity compensation, corporate governance, nonprofit organizations, and commercial leasing. His clients include manufacturers, distributors, retailers, medical device and technology companies, e-commerce businesses, nonprofit corporations, and service businesses.

Representative Matters

- 1. Represented selling shareholders of D3 Technologies, Inc. in acquisition by LMI Aerospace, Inc. (NASDAQ) for \$65 million
- 2. Represented a San Diego medical device company in its acquisition by a Midwest health care company for \$25 million plus a percentage of post-closing revenues
- 3. Represented Kinetikas Medical, Inc., a medical device company, in its acquisition by Integra LifeSciences Holdings Corporation (NASDAQ) for approximately \$40 million plus future payments based on performance of the company after acquisition
- 4. Represented the principal and management shareholders in the sale of stock of a bio-research firm with multi-state facilities to a public company for a potential performance-based purchase price/compensation package of \$39 million
- 5. Represented the majority shareholder in the sale of a power electronics firm to a public company for a partial earn-out purchase price up to \$13 million
- 6. Represented a Nevada bio-research company in the acquisition of a San Diego based bio-research company
- 7. Represented seller of assets of a building supply company, including real property, for \$23 million purchase price
- 8. Represented Native American Indian tribe in \$77 million transaction to purchase management companies and related contracts

Education, Distinctions & Community Involvement

John C. O'Neill received his undergraduate degree from Dartmouth College in 1975. In 1979, he graduated from the University of San Diego School of Law, magna cum laude. Mr. O'Neill went on to obtain a masters of law in taxation, with honors, from the University of San Diego in 1989.

Mr. O'Neill is the immediate past chair of the board of directors and a current member of the Executive Committee Procopio, Cory, Hongrevers & Smith LLP

of the San Diego County Taxpayers Association, and is a member and past chair of the board of the San Diego Downtown YMCA. He is legal counsel to a number of nonprofit organizations including the San Diego Humane Society and S.P.C.A. His professional affiliations include membership in the American Bar Association Business and Taxation sections, the State Bar of California Business, International and Taxation sections, and the San Diego County Bar Association. Mr. O'Neill was selected for inclusion in the 2007 *Southern California Super Lawyers® - San Diego* list in the Business/Corporate category. He is an AV rated attorney by Martindale-Hubbell.

Wetzler, Graydon (Bud)

Retired – 01/2002

Goodrich (Rohr, Inc.) 1979 – 2001

Note: Goodrich acquired Rohr in 1997.

Group President and Goodrich officer (10/99 – 12/31/01)

Responsible for the P&L performance of the \$1.5 billion Aerostructures & Aviation Services Group. This Group includes the former Rohr (nacelles and struts) and the former Tranco (aircraft heavy maintenance) businesses.

Approximately 40% of the revenue is related to aftermarket sales direct to airlines; original equipment sales are to airframe and aircraft engine manufacturers. The primary areas for focus by the Group President are: strategy, customer relations, financial results and personnel development.

Treasury functions are handled through the corporate Treasury department. M&A activity is driven/owned by the Group and coordinated through the corporate Business Development department. The outstanding financial performance of this Group are public record.

Re: San Diego City Ethics Commission: While in this position, the Ethics Officer reported to me. In order to ensure independence, we added a direct reporting relationship to a Goodrich Corporation officer who was a peer to my boss.

Sr VP Operations (1/94 – 9/99)

Responsible for procurement and manufacturing (10 plants throughout U.S. and Europe). Accountable for on schedule delivery of quality components to our customers, and for meeting or bettering our Cost of Sales budget.

In addition, responsibility included three (3) P&L Divisions with total revenue in the \$100MM range. Two (2) of these were assigned to me in 5/98 because of performance problems and their importance to our strategic growth plan.

During 1996 and into 1997, was also responsible for all Boeing and GE Aircraft Engines business programs. This was a developmental assignment which included both customer relations and program profit responsibilities.

Two key accomplishments during the 1996-99 period are:

- Maintained/enhanced customer confidence during an upturn in which our monthly deliveries increased by over 2.5 times.
- Using "Lean Manufacturing" tools, manufacturing performance has been improving about 1.25% per month.

VP Quality, Assembly & R&D (1993)

1993 was a significant transition year for Rohr which included a change in CEO/President. I was given responsibility for several different functions with the

primary objectives of aligning these organizations in support of company goals and building effective teams.

Re: San Diego City Ethics Commission: While in this position, I worked extensively with the U.S. Air Force and the Justice Dept to address some government contract issues at one of our remote manufacturing sites. The settlement included an agreement to create an Ethics Office, select an Ethics Officer, develop and implement policies, procedures and education program(s). Because of the positive "trust" relationship that I had developed with the government agencies, I remained actively engaged in the development of this program.

VP Quality (1/79) - 12/93)

Responsible for the Quality Assurance department which was a centralized function reporting to the Sr VP, Operations. It included 700 people of which six (6) were in the management incentive program.

Key accomplishments were: (1) Reduced Scrap, Rework and Repair costs by two-thirds (2) Integrated the function into Manufacturing which enhanced accountability and eliminated substantial Overhead costs. A small Quality function to provide policy and audit was created and reported to the head of Engineering. (3) Began the transition to certified mechanics which significantly reduced the requirement for in process inspection.

VP MIS (4/86 - 12/90)

Responsible for all information technology activities for the company.

Smith International, Inc (1976 - 1979) - Industry: Oil drilling.

NCR Corp (1971- 1976) - Industry: Computer and related.

Mead Corp (1965 - 1971) - Industry: Paper and related.

All in the Information Technology function.

Education

1996 Harvard AMP

1965 University of North Carolina, MBA

1963 Washington College (MD). BA Math

Personal

Married, two (2) adult children