

RESTATED ARTICLES OF INCORPORATION

NOV 24 2010

OF

SOUTHEASTERN ECONOMIC DEVELOPMENT CORPORATION

The undersigned certify that:

1. They are the Chair of the Board and the Secretary, respectively, of Southeastern Economic Development Corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE I

The name of the corporation is Southeastern Economic Development Corporation.

ARTICLE II

This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

The specific purposes of this corporation are: (a) to provide economic development within the geographic area as set forth from time to time in resolution(s) of the Board of Directors of the corporation; (b) to provide redevelopment services which, under California law, can be done by contract with the Redevelopment Agency of the City of San Diego ("Redevelopment Agency") and (c) to provide such public and charitable services and activities that are associated with such specific purposes as allowed by law.

In addition, this corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes. The corporation shall not, except to an unsubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes.

ARTICLE III

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

ARTICLE IV

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to the City of San Diego, to be used solely for public purposes, or if the City of San Diego does not accept the assets or is not then in existence, to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE V

The authorized number of directors of the corporation is nine.

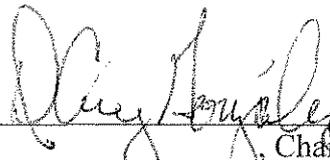
ARTICLE VI

The City of San Diego, a municipal corporation, is the sole member of the corporation.

3. The forgoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The forgoing amendment and restatement of Articles of Incorporation has been duly approved by the sole member, the City of San Diego, acting by and through its City Council.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 11/9, 2010



Chair of the Board

Date: 11/9, 2010



, Secretary



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 09 2010

Date:

SJK

Debra Bowen
DEBRA BOWEN, Secretary of State

RESOLUTION NUMBER R- 306113
DATE OF FINAL PASSAGE SEP 14 2010

A RESOLUTION OF THE COUNCIL OF THE CITY OF
SAN DIEGO APPROVING THE RESTATED ARTICLES OF
INCORPORATION OF THE SOUTHEASTERN ECONOMIC
DEVELOPMENT CORPORATION

WHEREAS, On March 22, 2010, the Council approved the Restated Articles of Incorporation, and the Amended and Restated Bylaws, and the Amended and Restated Operating Agreement of Southeastern Economic Development Corporation (SEDC) that were submitted to Council in connection with the recommendations of the Office of the Independent Budget Analyst, the City Attorney and the Redevelopment Agency, among others; and

WHEREAS, SEDC filed the Restated Articles of Incorporation with the California Secretary of State as required by law; and

WHEREAS, on August 10, 2010 the Secretary of State advised SEDC of the need to make several technical corrections to the Restated Articles of Incorporation before they would accept the filing of the Restated Articles of Incorporation; and

WHEREAS, the technical comments have been made and submitted for Council consideration; NOW, THEREFORE,

BE IT RESOLVED, that the Council approves the changes to the Restated Articles of Incorporation of Southeastern Economic Development Corporation and other related corrections that may be required by the California Secretary of State.

APPROVED: JAN I. GOLDSMITH, City Attorney

By 
Timothy J. Fitzpatrick
Deputy City Attorney

TJF:jdf
07/13/2010
Or.Dept:City Attorney
R-2011-72

I hereby certify that the foregoing Resolution was passed by the Council of the City of San Diego, at this meeting of SEP 07 2010

ELIZABETH S. MALAND
City Clerk

By 
Deputy City Clerk

Approved: 9.14.10
(date)


JERRY SANDERS, Mayor

Vetoed: _____
(date)

JERRY SANDERS, Mayor

Passed by the Council of The City of San Diego on SEP 07 2010, by the following vote:

Council Members	Yeas	Nays	Not Present	Recused
Sherri Lightner	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Kevin Faulconer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Todd Gloria	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Anthony Young	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Carl DeMaio	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Donna Frye	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Marti Emerald	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Ben Hueso	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

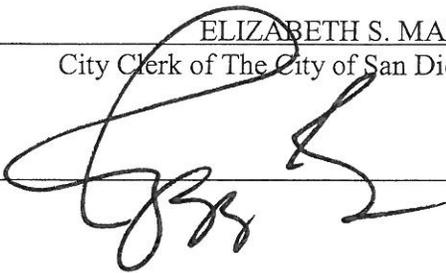
Date of final passage SEP 14 2010.

AUTHENTICATED BY:

JERRY SANDERS
Mayor of The City of San Diego, California.

(Seal)

ELIZABETH S. MALAND
City Clerk of The City of San Diego, California.

By , Deputy

Office of the City Clerk, San Diego, California
10215 - 61873 306119
Resolution Number R-_____

203
3/22

RESOLUTION NUMBER R- 305692
DATE OF FINAL PASSAGE APR 05 2010

A RESOLUTION OF THE COUNCIL OF THE CITY OF
SAN DIEGO APPROVING THE AMENDED AND RESTATED
BYLAWS AND THE RESTATED ARTICLES OF
INCORPORATION OF THE SOUTHEASTERN ECONOMIC
DEVELOPMENT CORPORATION, INC.

WHEREAS, based on findings of a performance audit of the Southeastern Economic Development Corporation [SEDC] conducted by Macias Consulting Group, released in September 2008, recommended changes to the Bylaws of the corporation included in Office of the Independent Budget Analyst [IBA] Report 09-70 were presented to the City Council; and

WHEREAS, on September 8, 2009, the City Council, pursuant to Resolution No. R-305235, approved the proposed conceptual changes with certain modifications and directed the IBA to work with Redevelopment Agency staff and the City Attorney's Office to make the proposed changes and to include standard legal provisions and recommended revisions to the Bylaws and the Articles of Incorporations for SEDC; and

WHEREAS, over the past several months, an internal working group including representatives from the IBA, the City Attorney, the Redevelopment Agency, the City's Chief Operating Officer and the City's Chief Financial Officer have worked to develop proposed Bylaws and revised Articles of Incorporation that reflect the conceptual changes, including the modifications, and the standard legal provisions and revisions recommended by the City Attorney's Office; and

WHEREAS, at the Council hearing on March 22, 2010, the Council approved the adoption of the resolution approving the Amended and Restated Bylaws of SEDC with an amendment through an interlineation to Article 9, Section 11 of the Bylaws to state:

“The City Attorney’s Office shall be authorized to approve, reject or terminate all contracts for outside legal counsel retained by the Corporation or Agency and managed by the Corporation”; NOW, THEREFORE,

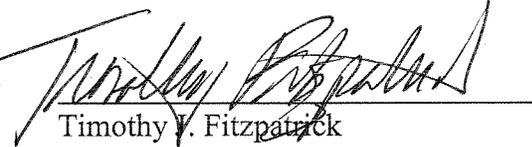
BE IT RESOLVED by the City Council of the City of San Diego, approves the Amended and Restated Bylaws of Southeastern Economic Development Corporation, Inc.

BE IT FURTHER RESOLVED, that the City Council approves an amendment through an interlineation to Article 9, Section 11 of the Amended and Restated Bylaws of Southeastern Economic Development Corporation, Inc. to state in its entirety as follows:

“The City Attorney’s Office shall be authorized to approve, reject or terminate all contracts for outside legal counsel retained by the Corporation or Agency and managed by the Corporation.”

BE IT FURTHER RESOLVED, that the Council approves the Restated Articles of Incorporation of Southeastern Economic Development Corporation, Inc.

APPROVED: JAN I. GOLDSMITH, City Attorney

By 
Timothy J. Fitzpatrick
Deputy City Attorney

TJF:jdf
03/09/2010
03/24/2010 REV.
Or.Dept:RDA
R-2010-647

I hereby certify that the foregoing Resolution was passed by the Council of the City of San Diego, at this meeting of MAR 22 2010.

ELIZABETH S. MALAND
City Clerk

By *May Zimmay*
Deputy City Clerk

Approved: 4.5.10
(date)

JSA
JERRY SANDERS, Mayor

Vetoed: _____
(date)

JERRY SANDERS, Mayor

MINUTES
REGULAR MEETING
OF THE
SEDC BOARD OF DIRECTORS
OCTOBER 27, 2010



Southeastern
Economic
Development
Corporation

T 619.527.7345
F 619.262.9845
www.sedcinc.com

Present: Vice Chair Champion-Cain, Treasurer Evans, Secretary Lawrence,
Directors Ayala, Geisler, Williams and Wong.

Excused Absences: Chair Gonzalez.

Unexcused Absences: None.

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

Item 1 **Call to Order**

Vice Chair Champion-Cain called the meeting to order at 4:37 p.m.

Item 2 **Announcement of Closed Session**

Vice Chair Champion-Cain adjourned the meeting into Closed Session at 4:38 p.m. per Government Code Sections 54956.9(a).

Regular Meeting

Item 3 **Reconvene in Open Session and Public Report/Action**

The Board returned to open session at 5:04 p.m. with all who were present at the start of the Closed Session.

Ms. Devaney reported that the Board voted 7-0 to settle with James B. Kerr in the amount of \$75,000.

Item 4 **Approval of the Meeting Minutes from the Agendas of September 22, 2010**

MOTION BY DIRECTOR GEISLER TO APPROVE THE MINUTES AS SUBMITTED.

Seconded by Director Wong.

Motion carried unanimously.

Item 5 **Request for Continuance**

None.

Item 6 **Public Communications**

None.

Item 7 **Non-Agenda Item(s)**

Ms. Devaney informed the Board of the need to take action on the revised Restated Articles of Incorporation. She explained that in order for the Board to consider the item, it had criteria 2/3 vote would be needed finding that: (1) that there is an immediate need for action; and (2) that need arose after the agenda was posted. She further apprised the Board that the action would allow the corporation to adopt the new policies before the December 31, 2010 deadline.

MOTION BY DIRECTOR GEISLER TO REVIEW, DISCUSS AND APPROVE THE REVISED RESTATED ARTICLES OF INCORPORATION.

Seconded by Treasurer Evans.

Motion carried

Item 8a **Review, Discuss and Approve the Revised Restated Articles of Incorporation**

Acting President/CEO Brian Trotier presented the item informing the Board that the Secretary of State returned the initial Articles of Incorporation with requested revisions. He pointed out that the revisions were non-substantive and that City Attorney's office has made the noted changes - (1) deleting Inc from the corporate name as previously amended (1994); (2) revising the title of the Chair to read as Chair of the Board; (3) deleting Article III in its entirety. He also informed the Board that the City Council approved the revised Articles at its September 7, 2010 hearing.

MOTION BY DIRECTOR WILLIAMS TO APPROVE THE REVISED RESTATED ARTICLES OF INCORPORATION.

Seconded by Secretary Lawrence.

Motion carried unanimously.

Item 9 **Pulled Consent Agenda Item(s)**

None.

Item 10a **Review and Approve a Short Term Lease to Allow a Community Garden on Agency-Owned Property Located at 4261-4271 Market Street (Report No. 10-041)**

Project Manager Chris Jones presented the staff report as submitted noting staff was seeking approval of a Lease Agreement with Project New Village for a community garden on Agency-owned

property at 4261-4271 Market Street. He briefly discussed the lease terms noting lease would be \$1.00 per year for 3 years with 2 renewal options of 1 year each.

MOTION BY DIRECTOR AYALA TO RECOMMEND TO THE REDEVELOPMENT AGENCY APPROVAL OF A SHORT TERM LEASE FOR \$1.00 PER YEAR WITH PROJECT NEW VILLAGE FOR A COMMUNITY GARDEN ON AGENCY-OWNED PROPERTY LOCATED AT 4261-4271 MARKET STREET.

Seconded by Director Wong

Motion carried unanimously.

Item 10b

Review and Approve the Unaudited Period-to-Date and Year-to-Date Financial Statements (Report No. 10-042)

Chief Financial Officer Terry Darden presented the staff report as submitted recalling the provisions in the revised Bylaws and Operation Agreement requiring the Board of Directors to review and approve the unaudited financial statements. She noted staff was continuing with cost cutting efforts. She also informed the Board that the corporation continues to be under budget.

Mr. Trotier informed the Board that staff was in the process of evaluating the tax increment for 2011 that the decrease may not be a negatively impacted as last year's decrease. He also noted that while Audit Committee would review and certify the corporate financial statements on a monthly basis, the Board would review the financial statements on a quarterly basis.

Brief discussion followed regarding the type of employee benefits and a request for a more detailed balance sheet in the future.

MOTION BY TREASURER EVANS TO RECEIVE AND APPROVE THE UNAUDITED FINANCIAL STATEMENTS THE THREE MONTHS ENDED SEPTEMBER 30, 2010.

Seconded by Secretary Lawrence.

Motion carried unanimously.

Item 10c

Ratify the September 22, 2010 Selection of Officers by the Board of Directors and Committee Assignment for FY 2011 (Oral Presentation)

Mr. Trotier presented the item noting the ratification was necessitated by the leave of absence of Chair Gonzalez. He recalled that prior to the September 22nd Board meeting Mr. Gonzalez met with some of the Board members to discuss committee assignments but that he was unable to meet with everyone. He presented the new slate of officers as follows: Cruz Gonzalez, Chair (Leave of absence until January 2011); Gina Champion-Cain, Vice Chair/Acting Chair (until January 2011); Richard Lawrence, Treasurer; and Vernon Evans, Secretary. He pointed out that as Secretary, Mr. Evans could serve as the Chair of the Audit Committee. The 2011 committee assignments are as

follows: Projects & Development - Richard Geisler, Chair, Jimmy Ayala, and Derryl Williams; Budget & Finance - Gina Champion-Cain, Chair, Richard Lawrence, and Simon Wong; and Audit - Vernon Evans, Chair, Simon Wong, and Richard Geisler.

Director Williams asked that he be considered for Budget & Finance in the future.

MOTION BY DIRECTOR AYALA TO RATIFY THE SEPTEMBER 22, 2010 SELECTION OF OFFICERS BY THE BOARD OF DIRECTORS AND COMMITTEE ASSIGNMENTS FOR FY 2010.

Seconded by Director Geisler.

Motion carried unanimously.

Item 10d

Review and Approve Resolution No. 44 – Authority of the Audit Committee Related to Unaudited Financial Statements (Report No. 10-043)

Ms. Darden presented the staff report as submitted recalling the provision within the Restated and Amended Bylaws allowing the Board of Directors by resolution to give approving authority to Board Committees.

Mr. Trotier further explained that the resolution would give the Audit Committee the authority to approve the unaudited financial statements and forward them to the City of San Diego. He pointed out that this would allow the corporation to maintain the requirement of submitting the financial statements to the City as outlined in the Restate and Amended Operating Agreement.

MOTION BY DIRECTOR AYALA TO ADOPT CORPORATE RESOLUTION NO. 44 DESIGNATING APPROVAL AUTHORITY TO THE AUDIT COMMITTEE AS IT RELATES TO THE REVIEW, APPROVAL AND FILING OF THE UNAUDITED FINANCIAL STATEMENTS TO THE CITY OF SAN DIEGO.

Seconded by Director Geisler.

Motion carried unanimously.

Item 10e

Review and Accept the Draft FY 2010 Audited Financial Statements (Report No. 10-044)

Ms. Darden introduced Mike Zizzi of Leaf and Cole the Corporation's outside auditor. She noted staff was seeking approval of the Draft FY 2010 Audited Financial Statements and recommended forwarding them to the Redevelopment Agency for approval.

Mr. Zizzi presented the audit report noting the audit was conducted according to auditing standards accepted in the U.S. He reported that the audit included test of the corporation's internal controls over financial reporting, budget comparison. He went over the components of the report – Basic

Comparison of the Financial Statements and the General Fund/ Reconciliation of the Balance;
Reconciliation of the Statements of Revenues, Expenditures and Changes in Fund Balance.

Treasurer Evans requested that staff development an investment policy for review by the Audit Committee. He also requested that the President/CEO and Chief Financial Officer sign the Management Discussion Analysis document.

MOTION BY TREASURER EVANS TO: (1) APPROVE THE AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED JUNE 30, 2010; (2) RECOMMEND THAT THE REDEVELOPMENT AGENCY RECEIVE AND FILE THE SEDC FISCAL YEAR 2010 AUDITED FINANCIAL STATEMENTS; AND (3) DIRECT THE ACTING PRESIDENT/CEO AND CHIEF FINANCIAL OFFICER TO SIGN THE MANAGEMENT DISCUSSION ANALYSIS.

Seconded by Director Williams.

Motion carried unanimously.

Item 10f

discuss Board of Directors and Subcommittee Meeting Date/Time - November and December 2010 Meeting Schedule (Oral Presentation)

Mr. Trotier informed the Board that the regularly scheduled November 24th meeting would be adjourned and rescheduled to November 17th. He also informed the Board of a need for a December meeting to consider matters associated with the project area merger. Following brief discussion it was determined that the December meeting will be held on December 13th, 5:00 p.m.

MOTION BY DIRECTOR GEISLER TO HOLD NOVEMBER 17, 2010 AND DECEMBER 13, 2010 AS BOARD OF DIRECTORS MEETINGS.

Seconded by Secretary Lawrence.

Motion carried unanimously.

Item 11

Acting President/CEO's Report

Mr. Trotier provided the following report: (1) the revised corporate policies and procedures will be presented to the Board at the November 17th meeting; (2) St. Stephens Church of God in Christ filed bankruptcy. He pointed out that the bankruptcy was filed on the church and was not a part of the joint venture development of Valencia Business Park. The Retirement Center is the entity that is the co-investor with Dudley Ventures; and (3) no official announcement has been made on the selection of the President/CEO.

Item 12

Legal Affairs Report

None.

Item 13 **Chair's Report**

Vice Chair Champion-Cain reiterated that the search for the permanent President/CEO was continuing and that a timeline for naming the individual has not been provided.

Item 14 **Committee Reports**

None.

Item 15 **SEDC Directors Announcements, Reports or Committee/Staff Referrals**

Treasurer Evans reiterated his request that staff develop an investment policy for review by the Audit Committee.

Item 16 **Adjournment**

There being no further business the meeting adjourned at 6:04 p.m.

MINUTES
REGULAR MEETING
OF THE
SEDC BOARD OF DIRECTORS
APRIL 28, 2010



Southeastern
Economic
Development
Corporation

T 619.527.7345
F 619.262.9845
www.sedcinc.com

Present: Chair Gonzalez, Vice Chair Champion-Cain, Treasurer Evans,
Secretary Lawrence, Directors Ayala, Geisler, Williams and Wong

Excused Absences: None.

Unexcused Absences: None.

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

Item 1 **Call to Order**

Chair Gonzalez called the meeting to order at 4:34 p.m.

Item 2 **Announcement of Closed Session**

Chair Gonzalez adjourned the meeting into Closed Session at 4:34 p.m. per Government Code Sections Government Code Section 54956.8 and 54956.9 (b).

Regular Meeting

Item 3 **Reconvene in Open Session and Public Report/Action**

The Board returned to open session at 5:02 p.m. with all who were present at the start of the Closed Session.

Corporate Counsel Leslie Devaney reported that the Board unanimously approved the deal points associated with the termination of the existing lease with Pacific Development Partners and the negotiated deal points with Jacobs Center for Neighborhood Innovation. She presented the specific as follows:

The Corporation would remain at 4393 Imperial Avenue, Suite 200 through May 31, 2010 and vacant as of June 1, 2010. The existing contract with Pacific Development Partners had a total rent obligation of \$112,608.16 of which the corporation will pay an early termination fee equal to 50% of the remaining 7 month's rent with a net savings of \$72,000.

The negotiated term for the property at 404 Euclid Avenue, Suite 221 is for a new lease of 3,335 square feet with Jacobs Center for Neighborhood Innovation. The terms of the lease include 3 years with 2 additional 3 year options; base monthly rent of \$5,402.07 with 3% annual increases; tenant termination rights at 60/90 days depending on the facts to be included negotiated provisions for those withdrawals.

The negotiated deal points are acceptable to Pacific Development Partners and Jacobs Center for Neighborhood Innovation.

Item 4 **Approval of the Meeting Minutes from the Agenda of March 16, 2010 and March 24, 2010**

MOTION BY DIRECTOR AYALA TO APPROVE THE MINUTES AS SUBMITTED.

Seconded by Secretary Lawrence.

Motion carried unanimously.

Item 5 **Request for Continuance**

None.

Item 6 **Public Communications**

Mr. Joshua Von Wolfolk expressed concern regarding the corporation's proposed move to the Jacobs Center and inquired about the appearance of a conflict of interest. He also requested that staff make the lease available for public review and comment. With respect to the conflict of interest issue, Ms. Devaney pointed out that as corporate counsel she has examined that aspect of the move and there isn't a conflict of interest with the move. Specific lease arrangements would be reviewed at an upcoming special Board of Directors meeting.

Item 7 **Non-Agenda Item(s)**

Acting President/CEO Brian Trotier acknowledged Executive Assistant Kimberly King's 25 years of service to the corporation.

Item 8 **Consent Agenda Item(s)**

None.

Item 9 **Pulled Consent Agenda Item(s)**

None.

Item 10a **Approve the Restated Articles of Incorporation, Amended and Restated Operating Agreement between the Redevelopment Agency of the City of San Diego and the Southeastern Economic Development Corporation; Approve and Authorize the Board Chair to Sign the Amended and Restated Operating Agreement, Amended and Restated Bylaws – Acknowledge, Ratify and Approve as Adopted by the City of San Diego (#10-016)**

Mr. Trotier presented the item recalling previous Board of Directors and Redevelopment Agency actions relative to the approval of the Restated Articles of Incorporation, Amended and Restated Operating Agreement Amended and Restated Bylaws. He informed the Board that the only recommended Board of Directors' comments included in the Operating Agreement related to SEDC's Corporate Counsel.

MOTION BY DIRECTOR JIMMY AYALA TO APPROVE THE RESTATED ARTICLES OF INCORPORATION, AMENDED AND RESTATED OPERATING AGREEMENT BETWEEN THE REDEVELOPMENT AGENCY OF THE CITY OF SAN DIEGO AND THE SOUTHEASTERN ECONOMIC DEVELOPMENT CORPORATION; APPROVE AND AUTHORIZE THE BOARD CHAIR TO SIGN THE AMENDED AND RESTATED OPERATING AGREEMENT, AMENDED AND RESTATED BYLAWS.

Seconded by Director Geisler.

Motion carried unanimously.

Item 10b **Consideration of SEDC Board Officers and Committee Assignments (#10-017)**

Mr. Trotier presented the staff report as submitted pointing out that Article 10, Section 4 of the Amended and Restated Bylaws prohibits certain officers of the Corporation and Committee Chairs from serving on the Audit Committee, specifically, the Chair and Treasurer. He noted that Treasurer Evans would either have to step down as Treasurer and Chair of the Budget and Finance Committee or step down as a Committee member of the Audit Committee.

Following brief discussion, Treasurer Evans elected to step down as a Committee member of the Audit Committee and Director Geisler accepted the appointment to the Audit Committee.

The Audit Committee consists of: Secretary Lawrence, Directors Geisler and Wong.

Director Geisler expressed concern that the new bylaws described or allowed the function of the Executive Committee to include the power to meet in between regular meetings of the Board of Directors and exercise all the powers of the Board.

Following additional discussion, Ms. Devaney's suggestion to the Board was to draft a Board Policy for consideration by the Board that would establish specific requirements for when the Executive Committee could take action in between Regular meetings of the Board of Directors.

MOTION BY DIRECTOR GEISLER THAT THE BOARD, AT A FUTURE MEETING, CONSIDER A BOARD POLICY REGARDING ARTICLE 10, SECTION 3 – EXECUTIVE COMMITTEE AUTHORITY.

Seconded by Director Williams.

Motion carried unanimously.

Item 10c

Presidential Selection and Nominating Committee (#10-018)

Mr. Trotier presented the staff report as submitted noting the Amended and Restated Bylaws requires the Board of Directors to appoint two members to serve on the selection and nominating Committee. He informed the Board that he has been in contact with the search firm regarding moving forward.

Vice Chair Gina Champion-Cain recalled actions relative to the establishment of the previous Search Committee and the work that was done until the suspension of the search.

MOTION BY SECRETARY LAWRENCE TO APPOINT CHAIR GONZALEZ AND VICE CHAIR CHAMPION-CAIN TO SERVE ON THE PRESIDENTIAL SELECTION AND NOMINATING COMMITTEE.

Seconded by Director Geisler.

Motion carried unanimously.

Item 10d

Approve and Recommend to the Redevelopment Agency the SEDC Five-Year Strategic Plan (#10-019)

Vice President of Projects and Development Nancy Lytle presented the staff report as submitted recalling previous Board of Directors and Committee actions. She noted the reported included comments and staff's response to City Council. She discussed in detail the

purpose of the Strategic Plan specifically, to direct and strengthen the corporation's assets. Additionally, she highlighted the objectives of the strategic plan i.e., the plan included five approaches and 10 strategies. Ms. Lytle noted Strategy No. 7 is controversial in that it would give the corporation the ability to streamline entitlement process. One of the major components of the Strategic Plan included merging the project areas and creating a 50 member Project Area Committee.

Vice Chair Champion-Cain pointed out that the City was discussions relative to reduce CCDC's permitting approval capabilities.

Ms. Lytle discussed staff's outreach efforts and that there was community and developer support of the strategic plan. She added that the outreach process included the various city departments.

Mr. Robert Ito of Ito Girard Associates distributed correspondence with recommendations for Strategies 1 through 7 and discussed his desire to move forward with the Ouchi Courtyard development.

Mr. Trotier recalled Mr. Ito's presentation to the Executive Committee and that the developer's request was referred to the Projects and Development Committee.

MOTION BY DIRECTOR WILLIAMS TO RECOMMEND THAT THE REDEVELOPMENT AGENCY ADOPTS A RESOLUTION APPROVING THE SEDC FIVE-YEAR STRATEGIC PLAN.

Seconded by Treasurer Evans.

Motion carried unanimously.

Item 10e **Review Period to Date and Year to Date Financials (#10-020)**

Chief Financial Officer Terry Darden presented the item as submitted informing the Board that by the end of the fiscal year the corporation would be under budget.

Mr. Trotier explained in detail the moving cost associated with the initial proposal to relocate to the Gateway Center East.

Item 10f **Southeastern Economic Development Corporation's Proposed Fiscal Year 2011 Budget (#10-021)**

Ms. Darden discussed the item as submitted highlighting the corporation's redevelopment

goals as well as presenting the proposed revenue and project area summary.

Treasurer Evans informed the Board that the Budget & Finance Committee reviewed and recommended approval of the FY 2011 budget and commended staff on the reduction in the Administrative Budget.

MOTION BY TREASURER TO APPROVE AND RECOMMEND THAT THE REDEVELOPMENT AGENCY APPROVE THE FY 2011 BUDGET FOR PROJECTS ADMINISTERED BY SEDC AND SEDC'S FY 2011 ADMINISTRATIVE BUDGET.

Seconded by Vice Chair Champion-Cain.

Motion carried unanimously.

Item 10f **Approve an Extension to the Consulting Contract with the Acting President/CEO (Oral Presentation)**

Chair Gonzalez recalled previous discussion and noted Mr. Trotier's withdrawal of a request for extend the current consulting contract.

Item 11 **Legal Affairs Report**

None.

Item 12 **Acting President/CEO's Report**

Mr. Trotier reported the following: (1) there remains a vacancy on the Board of Directors; (2) Board members Wong, Williams and Chair Gonzalez's terms will expire on May 25, 2010. Chair Gonzalez indicated he would contact the mayor's regarding the expiration terms. Mr. Trotier pointed out that while the terms expire on May 25, 2010, the members continue to serve until appointments are made; (3) Board officer appointments will be considered at during the June meeting; (4) the Corporation was supporting the upcoming Soap Box Derby; (5) the Entrepreneur Academy completed its advanced series with 42 participants; (6) staff was finalizing the policies and procedures which would presented to the Board of Directors for approval; (7) the Redevelopment Agency will review the corporation's FY 08/09 audited finances; (8) Coffee with SEDC – May 4th; (9) the Redevelopment Agency will review the Strategic Plan and FY 2011 budget at an upcoming meeting; (10) the Valencia Business Park Selection Committee held its first meeting regarding the RFP interview process.

Item 13 **Chair's Report**

None.

Item 14 **Committee Reports**

None.

Item 15 **SEDC Directors Announcements, Reports or Committee/Staff Referrals**

None.

Item 14 **Adjournment**

There being no further business the meeting adjourned at 6:59 p.m.