

RULES AND REGULATIONS
OF
THE PUBLIC FACILITIES FINANCING AUTHORITY
OF THE CITY OF SAN DIEGO

ARTICLE I

DEFINITIONS AND OFFICES

Section 1. Definitions. All capitalized terms used herein and not otherwise defined shall have the meanings given such terms in the Joint Powers Authority Agreement establishing the Authority (the “Agreement”), a copy of which is on file in the office of San Diego City Clerk as Document No. RR-307890.

Section 2. Offices. The principal office of the Authority for the transaction of all business shall be 202 C Street, San Diego, California 92101. The Commission may, however, fix and change from time to time the principal office from one location to another within the City of San Diego by noting the change of address in the minutes of the meeting of the Commission at which the address was fixed or changed. The fixing or changing of such address shall not be deemed an amendment to these Rules and Regulations.

ARTICLE II

COMMISSION

Section 1. Powers. Subject to the limitations of the Agreement, the terms of these Rules and Regulations, and the laws of the State of California, the powers of this Authority shall be vested in and exercised by the Commission of the Authority.

Section 2. Members. Pursuant to the Agreement, the members of the Commission shall at all times be the members of the Council of the City of San Diego.

Section 3. Compensation. Commissioners shall serve without compensation.

Section 4. Regular Meetings. Regular meetings of the Commission shall occur on or after 2pm any Tuesday on which the San Diego City Council is holding a regular meeting, provided, however, that the Chair, in accordance with the Agreement, may cancel any regular meeting if the Chair determines that there will be no business to transact at such meeting. The Commission shall hold at least one regular meeting each year in accordance with the Act. If the

Chair determines there is no business to be transacted at any forthcoming meeting or meetings, the Chair shall direct the Secretary of the Authority to post a notice of cancellation for such meeting or meetings not less than 72 hours prior to the scheduled start time of the meeting. The Secretary may provide notice of the cancellation of multiple meetings by posting a single notice.

Section 5. Special Meetings. Special meetings of the Commission shall be held in accordance with the provisions of Section 54956 of the California Government Code.

Section 6. Public Meetings; Notice of Meetings. All meetings of the Commission shall be subject to the provisions of the Ralph M. Brown Act, constituting Chapter 9 of Part 1 of Division 2 of Title 5 of the California Government Code, and notice of the meetings of the Authority shall be given in accordance with such Act.

Section 7. Quorum. A majority of the members of the Commission shall constitute a quorum for the transaction of business. No action may be taken by the Commission except upon the affirmative vote of a majority of the members of the Commission, except that less than a quorum may adjourn a meeting to another time and place.

Section 8. Resignation and Removal of Commissioners. Commissioners may not resign. A Commissioner is removed from the Commission if he or she is no longer a member of the San Diego City Council and a vacancy shall exist until a new Councilmember is sworn in.

Section 9. Nonliability for Debts. The private property of the Commissioners shall be exempt from execution or other liability for any debts, liabilities or obligations of the Authority and no Commissioner shall be liable or responsible for any debts, liabilities or obligations of the Authority.

Section 10. Indemnity by Authority for Litigation Expenses of Officer, Commissioner or Employee. Should any Commissioner officer or employee of the Authority be sued, either alone or with others, because he or she is or was a director, officer or employee of the Authority, in any proceeding arising out of his or her alleged misfeasance or nonfeasance in the performance of his or her duties or out of any alleged wrongful act against the Authority or by the Authority, indemnity for his or her Authority or by the Authority, indemnity for his or her reasonable expenses, including attorneys' fees incurred in the defense of the proceedings, may be assessed against the Authority or its receiver by the court in the same or a separate proceeding if the person sued acted in good faith and in a manner such person reasonably believed to be in the best interests of the Authority and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The amount of such indemnity shall equal the amount of the expenses, including attorneys' fees, incurred in the defense of the proceeding.

ARTICLE III

OFFICERS

Section 1. Officers. In accordance with the Agreement, the Council President shall be the Chair, and the Council President Pro Tem shall be the Vice Chair of the Authority. The City Clerk shall be the Secretary of the Authority and the Chief Financial Officer shall serve as the Treasurer and shall have the powers, duties, and responsibilities specified in Section 6505.5 of the Act.

Section 2. Subordinate Officers. The Commission may elect or authorize the appointment of such other officers or employees as it may deem necessary, and to retain independent counsel, consultants, and accountants.

Section 3. Authorized Officers. The Mayor, Chief Operating Officer, City Manager, and Chief Financial Officer of the City of San Diego shall all be considered Authorized Officers and are empowered by the Commission to execute any and all contracts, agreements, or instruments on behalf of and in the name of the Authority if such contracts, agreements or instruments have been specifically authorized by resolution of the Commission.

Section 3. Removal of Officers. Any officer may be removed, either with or without cause, by a majority of the Commissioners then in office at any regular or special meeting of the Authority, or, except in the case of an officer chosen by the Commission, by any officers upon whom such power of removal may be conferred by the Commission. Should a vacancy occur in any office as a result of death, resignation, removal, disqualification or any other cause, the Commission may delegate the powers and duties of such office to any officers or to any Commissioners until such time as a successor for said office has been elected or appointed.

Section 4. Delegation of Powers. The Commission may delegate, by resolution, and to the extent permitted by the Act or any other applicable law, any of its functions to one or more of the members of the Commission or officers or agents of the Authority and to cause any of said members, officers, or agents for and in the name and on behalf of the Commission or the Authority.

Section 5. Chair. The Chair shall preside at all meetings of the Commission and exercise and perform such other powers and duties as may be from time to time assigned to the Chair by the Commission or be prescribed by these Rules and Regulations.

The Chair shall also be the chief corporate officer of the Authority and shall, subject to the control of the Commission, have general supervision, direction and control of the business and officers of the Authority.

Section 6. Vice Chair. In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair and when so acting shall have all the powers of and be subject to all of the restrictions upon the Chair. The Vice Chair shall have such other powers and perform such other duties as may from time to time be prescribed by the Commission, the Agreement, or these Rules and Regulations.

Section 7. Secretary. The Secretary shall keep or cause to be kept minutes of all meetings of the Commissioners, with the time and place of holding, whether regular or special. The Secretary shall not be required to keep minutes of adjourned meetings. The Secretary shall give or cause to be given notice of all meetings of the Commission of the Authority, shall keep the corporate records in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Commission, the Agreement, or these Rules and Regulations.

ARTICLE IV

OBJECTS AND PURPOSES

Section 1. Nature of Objects and Purposes. The business of the Authority is to be operated and conducted in the promotion of its objects and purposes as set forth in the Agreement.

Section 2. Disposition of Assets. At the end of the term of the Agreement or upon, the earlier termination of the Agreement under the terms and conditions thereof, after payment of all expenses and liabilities of the Authority, all property of the Authority both real and personal shall automatically vest in the City.

Section 3. Dissolution. The Authority may, with the approval of all of the Members, be dissolved if at the time of such dissolution the Authority has no outstanding indebtedness and is not a party to any outstanding material contracts. Upon the dissolution or termination of this Authority, and after payment or provision for payment, all debts and liabilities, the assets of this Authority shall be distributed to the City.

ARTICLE V

GENERAL PROVISIONS

Section 1. Payment of Money, Signatures. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Authority and any and all securities owned by or held by the Authority requiring signature for transfer shall be signed or endorsed by the Treasurer.

Section 2. Execution of Contracts. The Commission, except as in the Agreement or in the Rules and Regulations otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of the Authority and such authority may be general or confined to specific instances and unless so authorized by the Commission, no officer, agent or employee shall have any power or authority to bind the Authority by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 3. Construction of Public Capital Improvements. The Commission shall cause Public Capital Improvements to be acquired and constructed pursuant to contracts awarded competitively or on a negotiated basis, whichever the Commission determines is in the best interests of the Authority and its members, which determination shall be final and incontestable.

Section 4. Fiscal Year. The fiscal year of the Authority shall be the same as the fiscal year of the City.

Section 5. Amendment of Rules and Regulations. These Rules and Regulations may be amended at any time and from time to time by majority vote of the Commission.

By resolution of the Commission, these Rules and Regulations of the Commission are hereby adopted.

Date

