



**DISCOVER SANTA CLARA®
BOARD OF DIRECTORS
MEETING AGENDA**

**October 16, 2025, 1:00 p.m.
Santa Clara Convention Center, Grand Ballroom G
5001 Great America Parkway
Santa Clara, CA 95050**

*The public can participate remotely via Zoom: <https://us06web.zoom.us/j/88146514371>
or join via audio at Webinar ID 881 4651 4371*

CALL TO ORDER

ROLL CALL

PUBLIC COMMENT

For public comment on items on the Agenda that are within the subject matter jurisdiction of the Board.

CONSENT AGENDA

Matters listed in the Consent Agenda section will be considered routine by the Board and will be enacted by one motion. There will be no separate discussion of the items on the Consent Calendar unless the discussion is requested by a member of the Board, staff, or public. If discussion is requested, that item will be removed from the section entitled Consent Agenda and will be considered under Consent Items Pulled for Discussion.

1. Action on the Minutes of
 - Discover Santa Clara® Board of Directors – September 18, 2025

Recommendation: Note and File Meeting Minutes.

2. Action on the Second Amended and Restated Bylaws

Recommendation: Note and File the Second Amended and Restated Bylaws.

CONSENT ITEMS PULLED FOR DISCUSSION

PUBLIC PRESENTATIONS

This item is reserved for persons to address the Board on any matter not on the agenda that is within the subject matter jurisdiction of the Board. The law does not permit action on, or extended discussion of, any item not on the agenda except under special circumstances. The Board or staff may briefly respond to statements made or questions posed and may request staff to report back at a subsequent meeting.

GENERAL BUSINESS – ITEMS FOR DISCUSSION

3. Welcome New Board Members

4. Discussion and Action on Approval of the Multi-Year Partnership Agreements with the Bay Area Host Committee and NFL for Super Bowl LX, FIFA World Cup 2026, and Future Events.

Recommendation: Approve and Authorize the CEO to sign and execute the following agreements:

- a. The Alliance Sponsorship Agreement with the BAHC.
- b. The Super Bowl LX Sponsorship Agreement with the BAHC and NFLP, LLC.

5. Discussion and Action on Electing Officers

- a. Chair
- b. Vice Chair
- c. Treasurer
- d. Secretary

Recommendation: Approve the Elected Officers to Serve Through October 2026.

6. Discussion and Action on Appointment of Two Additional Member to the

- a. Audit Committee.
- b. Ad Hoc Nominating Committee
- c. Organizational Hiring Committee
- d. Bylaws Reviews Committee

Recommendations: Approve New Committee Members and Identify Committee Chairs Through October 2026.

7. Discussion and Action on Appointment of Scott Wintner, Deputy Director of Aviation, San José Mineta International Airport, as an Ex Officio Advisor.

Recommendation: Approve the Appointment of Scott Wintner, Deputy Director of Aviation, San José Mineta International Airport, as an Ex Officio Advisor to the Discover Santa Clara® Board of Directors through October 2026.

8. Chief Executive Officer Monthly Update.

COMMITTEE UPDATES

BOARD MEMBER OPEN FORUM

This item is reserved for Board Members to present additional Agenda items for future discussion.

GENERAL ANNOUNCEMENTS

ADJOURNMENT

The next regularly scheduled meeting is on **November 20, 2025.**

Brown Act:

Government Code 54950 et seq (the Brown Act) requires that a brief description of each item to be transacted or discussed be posted at least 72 hours prior to a regular meeting. Action may not be taken on items not posted on the agenda. Meeting facilities are accessible to persons with disabilities. If you require special assistance to participate in the meeting, notify Discover Santa Clara® at dscadmin@discoversantaclara.org prior to the meeting.

Notice to Public:

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In accordance with the requirements of Title II of the Americans with Disabilities Act of 1990 ("ADA"), Discover Santa Clara® will not discriminate against qualified individuals with disabilities on the basis of disability in its services, programs, or activities, and will ensure that all existing facilities will be made accessible to the maximum extent feasible. Discover Santa Clara® will generally, upon request, provide appropriate aids and services leading to effective communication for qualified persons with disabilities including those with speech, hearing, or vision impairments so they can participate equally in Discover Santa Clara® programs, services, and activities. Discover Santa Clara® will make all reasonable modifications to policies and programs to ensure that people with disabilities have an equal opportunity to enjoy all its programs, services, and activities.

Agendas and other written materials distributed during a public meeting that are public record will be made available by Discover Santa Clara® in an appropriate alternative format. Contact Discover Santa Clara® at dscadmin@discoversantaclara.org with your request for an alternative format copy of the agenda or other written materials.

Individuals who require an auxiliary aid or service for effective communication, or any other disability-related modification of policies or procedures, or other accommodation, in order to participate in a program, service, or activity of Discover Santa Clara® should contact Discover Santa Clara® at dscadmin@discoversantaclara.org as soon as possible before the scheduled event.

ATTACHMENTS



DISCOVER SANTA CLARA®
BOARD OF DIRECTORS
MEETING AGENDA

BOARD OF DIRECTORS
MEETING
OCTOBER 16, 2025
AGENDA ITEM #1

September 18, 2025, 1:00 p.m.
Santa Clara Convention Center, Room 201
5001 Great America Parkway
Santa Clara, CA 95050

*The public can participate remotely via Zoom: <https://us06web.zoom.us/j/88146514371>
or join via audio at Webinar ID 881 4651 4371*

CALL TO ORDER

Chair Lentz called the meeting to order at 1:00 p.m.

ACTION BY MAJORITY VOTE

1. Action to Vote and Approve Member Lam to Participate Remotely in the Board of Directors Meeting in Compliance with the Requirements of AB 2249 Just Cause: a need related to a physical or mental disability

Recommendation: Approve Member Lam to participate remotely in the Board of Directors meeting in compliance with the requirements of AB 2449 Just Cause: a need related to a physical or mental disability

A motion was made Treasurer Fullmore, seconded by Member Henry to approve the Member Lam to Participate Remotely in the Board of Directors Meeting in Compliance with the Requirements of AB 2249 Just Cause.

Ayes: 4 Chair Lentz, Treasurer Fullmore, Member Henry, Member Mendez Moreno.

Absent: None

Motion passes 4-0.

ROLL CALL

Present: 5 Chair Catherine Lentz, Forty-Niners Stadium Management Company
Treasurer Nany Fullmore, Marriott Santa Clara
Member Erin Henry, Hyatt Santa Clara
Member Billy Mendez Moreno
Member Linh Lam, City of Santa Clara

Secretary Christine Lawson, Discover Santa Clara® (Ex-Officio)
Member Chuck Baker, City of Santa Clara (Ex-Officio)

Absent: None

Staff: Jiawei Tang, Discover Santa Clara®

A quorum of 5 have been met.

PUBLIC COMMENT

For public comment on items on the Agenda that are within the subject matter jurisdiction of the Board.

There were no public comments.

CONSENT AGENDA

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2. Action on the Minutes of

- Discover Santa Clara® Board of Directors – July 17, 2025

Recommendation: Note and File Meeting Minutes.

A motion was made by Treasurer Fullmore, seconded by Member Mendez Moreno to approve the consent agenda.

Ayes: 5 Chair Lentz, Treasurer Fullmore, Member Henry, Member Mendez Moreno, Member Lam

Absent: None

Motion passes 5-0.

CONSENT ITEMS PULLED FOR DISCUSSION

PUBLIC PRESENTATIONS

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There were no public presentations.

GENERAL BUSINESS – ITEMS FOR DISCUSSION

3. Discussion and Action on Approval of the Discover Santa Clara®'s FY 2024/25 Annual Report.

Recommendation: Approve the Discover Santa Clara®'s FY 2024/25 Annual Report.

CEO Lawson presented the FY 2024/25 Annual Report highlighting a year of strong progress, momentum, and organizational growth. The report noted the successful deployment of the full sales team, resulting in expanded market reach, increased lead volume, and strengthened relationships with meeting planners and hotel partners. Marketing achievements included the launch of the new Discover Santa Clara® website, the Santa Clara Visitors Guide, and an expanded library of visual assets. Social media engagement and destination awareness grew significantly, supported by partnership with the new Agency of Record, Madden Media. The team advanced major destination campaigns, secured media coverage, and developed a comprehensive Super Bowl LX and FIFA World Cup 2026 Activation Plan.

Operational highlights included continued work on the SCTID renewal, preparation for the organization's first financial audit, and a focus on transparency and long-term sustainability.

Looking ahead, the organization is preparing for a historic year with Super Bowl LX and FIFA World Cup 2026, positioning Santa Clara for global visibility and substantial economic impact. Appreciation was expressed to SCTID hotel partners, the Board of Directors, OVG, Levy, City leadership, and the Discover Santa Clara® team for their collaboration and commitment to the organization's mission.

A motion was made by Treasurer Fullmore, seconded by Member Henry to approve the Discover Santa Clara®'s FY 2024/25 Annual Report .

Ayes: 5 Chair Lentz, Treasurer Fullmore, Member Henry, Member Mendez Moreno, Member Lam

Absent: None

Motion passes 5-0.

4. Discussion and Action on Approval of the Second Amended and Restated Bylaws of Silicon Valley/Santa Clara DMO, Inc.

Recommendation: Approve the Second Amended and Restated Bylaws of Silicon Valley/Santa Clara DMO, Inc.

Director of Business Operations, Jiawei Tang presented the Second Amended and Restated Bylaws of Silicon Valley/Santa Clara DMO, Inc., outlining revisions to strengthen governance,

improve operational efficiency, and enhance alignment with SCTID hotel priorities. Key changes included updates to board composition requirements, removal of director term limits, allowance for residency exceptions, expanded disbursement authority for the Executive Director, redefinition of the Nominating Committee as an ad hoc body, and the addition of an Ex Officio Advisor position. The revisions were reviewed by Civitas Advisors' legal team and confirmed to comply with applicable laws and industry standards.

Ex Officio Chuck Baker recommended three additional clarifications:

1. Add explicit definitions for Directors and Ex Officio roles.
2. Clarify that the current Chair, who is not a representative of an SCTID hotel, will continue to serve the remainder of her current term and may be re-elected for an additional one-year term through October 2026, to ensure continuity through the SCTID renewal process with the City of Santa Clara.
3. Allow the Board Chair authority to establish ad hoc committees as needed.

The Board agreed with the proposed edits and approved the Second Amended and Restated Bylaws, including the three additional revisions, to take effect immediately upon Board approval.

A motion was made by Member Henry, seconded by Member Mendez Moreno to Approve the Second Amended and Restated Bylaws of Silicon Valley/Santa Clara DMO, Inc.

Ayes: 5 Chair Lentz, Treasurer Fullmore, Member Henry, Member Mendez Moreno, Member Lam

Absent: None

Motion passes 5-0.

5. Discussion and Action to Appoint New Members to the Board of Directors. The board may take separate motions and votes on each candidate.

Recommendation: Appoint the following candidates to the Board of Directors:

- a. Jack H. Bloom, General Manager, Embassy Suites by Hilton Santa Clara

A motion was made by Member Henry, seconded by Member Mendez Moreno.

- b. Farshad Mayelzadeh, General Manager, Hilton Santa Clara

A motion was made by Treasurer Fullmore , seconded by Chair Lentz.

- c. Kevin Rey Dominguez, General Manager, Element Santa Clara

A motion was made Member Henry , seconded by Treasurer Fullmore.

- d. Samuel Florio, J.D., Associate Vice President of Auxiliary Services, Santa Clara University

A motion was made by Member Mendez Moreno, seconded by Member Henry.

- e. Reena Brilliot, Deputy City Manager and Director of Economic

Development and Sustainability, City of Santa Clara

A motion was made by Chair Lentz, seconded by Treasurer Fullmore.

f. Fauzia Bokhari, Property Manager, Irvine Company

No motion was made.

Motions to elect [a–e] were properly made and seconded. By roll call vote, the board elected [a–e] with 5 votes in favor and 0 opposed. The motion to elect [f] did not receive a second and was not considered.

Ayes: 5 Chair Lentz, Treasurer Fullmore, Member Henry, Member Mendez Moreno, Member Lam

Absent: None

Motion passes 5–0.

6. Action on and Approval of Supplemental Business Development Fund for Super Bowl LX.

Recommendation: Approve the Supplemental Business Development Fund for Super Bowl LX.

This item was moved up on the agenda to precede Item 3 to accommodate the City Manager's schedule. City of Santa Clara City Manager Jovan Grogan presented the request for a one-time supplemental allocation of \$200,000 in Business Development (BD) Funds to support Santa Clara's role as a Host City for Super Bowl LX. The funding will offset Santa Clara Convention Center (SCCC) rental costs for NFL-affiliated events associated with the Super Bowl.

Mr. Grogan emphasized the significant economic impact expected from hosting Super Bowl LX, including increased hotel occupancy, citywide visitor spending, and enhanced global visibility for Santa Clara. The allocation, though outside the FY 2025/26 adopted budget, was presented as a strategic, non-recurring investment in support of the City's commitments as a Host City.

A motion was made by Chair Lentz, seconded by Member Lam to Approve the Supplemental Business Development Fund for Super Bowl LX.

Ayes: 5 Chair Lentz, Treasurer Fullmore, Member Henry, Member Mendez Moreno, Member Lam

Absent: None

Motion passes 5–0.

CONVENE TO CLOSED SESSION

7. Employee Performance Evaluation (Gov. Code Section 54957)

Agency Designated Representative: Catherine Lentz

Unrepresented Employee: Chief Executive Officer

The board convened to closed session at 3:00 p.m.

RECONVENE TO PUBLIC SESSION

The board reconvened to public session at 3:24 p.m. There is no items to be reported out from closed session.

COMMITTEE UPDATES

BOARD MEMBER OPEN FORUM

This item is reserved for Board Members to present additional Agenda items for future discussion.

GENERAL ANNOUNCEMENTS

ADJOURNMENT

The meeting is adjourned at 3:25 p.m. The next regularly scheduled meeting is on **October 16, 2025**.

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including those with speech, hearing, or vision impairments so they can participate equally in Discover Santa Clara® programs, services, and activities. Discover Santa Clara® will make all reasonable modifications to policies and programs to ensure that people with disabilities have an equal opportunity to enjoy all its programs, services, and activities.

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**SECOND AMENDED AND RESTATED
BYLAWS OF
SILICON VALLEY/SANTA CLARA DMO, INC.,
a California nonprofit mutual benefit corporation**

ARTICLE I – NAME AND PRINCIPAL OFFICE

Section 1. Name. The name of the organization shall be “Silicon Valley/Santa Clara DMO, Inc.” (the “Corporation”). The Board of Directors may choose to use a fictitious business name or trade name for performing any of the Corporation’s business.

ARTICLE II – PURPOSE AND ORGANIZATION

Section 1. Principal Office. The principal office of the Corporation shall be at 5001 Great America Parkway, City of Santa Clara, County of Santa Clara, State of California, 95054 or at such other place as the Board of Directors shall designate.

Section 2. Purpose. The Corporation is organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law, including, but not limited to, (i) serving as the owners’ association for the Santa Clara Tourism Improvement District (“SCTID”) to oversee and implement services, programs, and activities associated with the SCTID, including managing funds and implementing programs or other activities in accordance with the SCTID Management District Plan (the “Plan”) subject to any applicable contract with the City appointing or designating the Corporation as such owners’ association (the “Owners’ Association”) to administer or implement the promotion of tourism and any other activities as specified in the Plan, (ii) being the official Destination Marketing Organization for the City of Santa Clara, California (the “City”) to elevate Santa Clara as a premier destination by inspiring travel, showcasing the city’s unique attractions, and cultivating experiences that drive visitor engagement and economic vitality.

Section 3. Organization. The Corporation is formed and organized and shall be operated exclusively for nonprofit purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code and the statutes of the State of California, and as set forth in the Articles of Incorporation. The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any Director, Officer or member, or to the benefit of any private member or individual.

Section 4. Funding; Annual Budget. The Corporation will be funded from the assessments collected from the lodging business within the SCTID. The Corporation shall formulate and adopt an annual marketing plan and budget to support the lodging business within the SCTID, including to maintain an appropriate operating contingency reserve, based upon the annual assessment funding contributions from the SCTID. The Corporation shall have full authority over all SCTID assessment funds, subject to the requirements of the Plan and any requirements under any applicable contract between the Corporation and the City. The Corporation’s performance of its purpose will be subject to review by and accountability to the City Council through a contractual relationship with the City

Section 5. Owners' Association. The Corporation shall serve as the Owners' Association for the SCTID pursuant to CASHC §36612. The Corporation is a private entity and may not be considered a public entity for any purpose, nor may its Directors or staff be considered to be public officials for any purpose.

Section 6. Owners' Association Annual Report; Other Governance Matters. The Owners' Association annual report shall be filed with the City Clerk and shall refer to the SCTID by name, specify the fiscal year to which the report applies, and, with respect to that fiscal year, the report shall include:

- (A) Any proposed changes in the boundaries of the SCTID or in any benefit zones or classification of businesses within the SCTID.
- (B) The improvements and activities to be provided for that fiscal year.
- (C) An estimate of the cost of providing the improvements and the activities for that fiscal year.
- (D) The method and basis of levying the assessment in sufficient detail to allow each business owner to estimate the amount of the assessment to be levied against his or her business for that fiscal year.
- (E) The estimated amount of any surplus or deficit revenues to be carried over from a previous fiscal year.
- (F) The estimated amount of any contributions to be made from sources other than assessments levied pursuant to SCTID.

In addition, subject to the applicable requirements of Section 1(D) of Article IV, the Owners' Association annual report as required by CASHC Section 36650 may propose changes, including, but not limited to, the boundaries of the SCTID or any benefit zones within the SCTID, the basis and method of levying the assessments, and any changes in the categories of business, if a classification is used.

ARTICLE III – MEMBERSHIP

Section 1: Definitions. This Corporation shall have no members within the meaning of the California Nonprofit Corporation Law, pursuant to Corporation Code §5056.

Section 2: Non-Voting Members. The Corporation's Board of Directors may, in its discretion, admit individuals to one or more classes of non-voting members; the class or classes shall have such rights and obligations as the Board finds appropriate.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. General Powers. Subject to the applicable provisions and limitations of the California Nonprofit Corporation Law (“CNPL”) California Nonprofit Mutual Benefit and any other applicable laws, any applicable provisions of the SCTID Management District

Plan then in effect, and any limitations set forth in the Articles of Incorporation and in these Bylaws, the activities, property and affairs of the Corporation shall be managed, and all corporate powers shall be managed, and all corporate powers shall be exercised by, the Board.

Section 2. Size and Composition. The authorized number of Directors shall be not less than nine nor more than thirteen, with the exact number of Directors to be fixed within such specified limits by the Board (each, a “Director”). Whenever practicable, at least a majority of the directors must be representatives of hotels paying the SCTID assessment. To provide the Board with Directors having a breadth of experience, the composition of the Board will include, whenever reasonably possible, Directors who possess expertise in (i) the tourism or hospitality industry, (ii) the financial, technology or general business industries, (iii) community partners, defined for purposes of this Section as organizations within the community that are actively engaged in contributing to the economic vitality or civic engagement of the City of Santa Clara, including but not limited to chambers of commerce, nonprofit entities, educational institutions, public agencies, and local business associations, or (iv) the arts and culture sector, or the entertainment industry. In addition, Directors shall meet the qualifications described in Section 3 immediately below. The qualifications of additional Directors may be modified from time to time by approval of the Board.

Section 3. Definition and Qualifications

Directors are the voting members of the Board of Directors. They are responsible for exercising the powers of governance, oversight, and decision-making on behalf of the organization. Each Director has one vote, and all Directors collectively constitute the governing body of the corporation, subject to the provisions of these Bylaws and applicable law.

Directors shall be at least 18 years of age and shall demonstrate the Director’s willingness to accept responsibility for governance of this Corporation and the Director’s availability to participate actively in such governance activities. Directors will be appointed based on business acumen; financial and budget knowledge; sales, marketing and data-driven measurement and analysis capabilities; industry expertise and experience and community leadership; and the willingness to assume accountability for the Corporation’s success. All Directors shall live or work in the City of Santa Clara. However, exceptions may be made for candidates who demonstrate a significant ability to contribute to the City’s economic vitality and to advancing the goals and mission of the Corporation. Such exceptions shall be considered on a case-by-case basis and reviewed by the Nominating Committee.

Section 4. Ex Officio Advisors:

Ex Officio Advisors are participants on the Board who serve in a non-voting, advisory capacity. Their role is to provide expertise, guidance, and support to the Board of Directors in carrying out the organization’s mission. Advisors may participate fully in Board discussions and activities but do not possess voting rights. Advisors do not count toward quorum for Board meetings; do not have fiduciary duties under the corporation’s code; Advisors will receive notice of meetings in the same manner as Directors but will not be considered Directors for any purpose including voting. Advisors shall serve for such terms as determined by the Board and may be removed by the Board at any time.

The Board may designate individuals to serve as advisors to the Board. The following

representatives will serve as Ex-Officio, non-voting advisors to the Board:

- (A) Executive Director of the Corporation
- (B) City of Santa Clara City Manager (or designee)
- (C) An individual with relevant expertise or professional experience is beneficial to the Corporation's mission, as determined by the Board.

Section 5. Board Responsibilities. The Board is responsible for ensuring the resources of the Corporation within the Corporation's approved budget are aligned to (i) implement the programs or other activates in accordance with the Plan and (ii) achieve or surpass goals and metrics contained in any applicable contract between the Corporation and the City. The Board also is responsible for hiring and overseeing the Executive Director of the Corporation who will be responsible for the (x) administration and implementation of the promotion of tourism and any other activities specified in the Plan and (y) execution of any such applicable contract between the Corporation and the City. The Board is also responsible for developing and presenting an annual report to the City Council in accordance with CASHC Section 36650 and providing regular communication to the City Council as may be required under any applicable contract between the Corporation contract and the City.

Each Director shall discharge the duties of the position of Director in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation, and with the care that an ordinarily prudent person in a like position would exercise under similar circumstances. In addition to any other applicable liability limitations under the CNPL or any other California law, the Corporation's Articles of Incorporation, or these Bylaws, a person who performs those duties is not liable by reason of being or having been a Director of the Corporation.

Section 6. Board Terms. Subject to Section 7 below, each Director shall hold office for a term of three years and until a successor has been designated and qualified. Terms shall expire on the date of the annual meeting of the Board. There is no limit to the number of consecutive three (3) year terms that a Director may serve.

Section 7. Selection, Initial Staggering of Terms, and Board Vacancies.

- (A) At each annual meeting of the Board, Directors shall be elected to replace those whose terms are expiring; however, if any Directors are not elected at any annual meeting, they may be elected at any special Board meeting held for that purpose. Each Director, including a Director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.
- (B) The initial Directors elected by the Corporation's incorporator shall be designated into three classes pursuant to a random drawing at the meeting of the Board immediately following their election. One class of Directors shall serve for an initial term of one year, the second class shall serve for an initial term of two years, and the third class shall serve for an initial term of three years, provided that it is expected that the three Directors selected to serve for an initial term of one year shall be nominated for re-election to serve a full three-year term. Thereafter, Directors will be up for re-election

for the normal three-year period as set forth above.

- (C) In the case of vacancies occurring for reasons other than expiration of the term, such vacancies shall be filled for the balance of the unexpired term either (i) by the affirmative vote of a majority of Directors then in office at a meeting of the Board held according to the notice provisions of these Bylaws, or (ii) by an action taken by the Board without a meeting if all remaining Directors of the Board consent in writing to that action and that action is filed with minutes of Board proceedings.
- (D) Directors shall retain their seats on the Board until successors are duly appointed.

Section 8. Resignations and Removals.

- (A) **Removal.** If a Director fails to attend three or more regular meetings of the Board during any 12-month period, such Director may be removed by majority vote of the Board. In addition, a Director may be removed with or without cause by a majority vote of the entire Board.
- (B) **Resignation.** A Director may resign from the Board by providing written notice to the Chair of the Board and Secretary of the Board. Any such resignation shall be effective immediately upon such notice being given unless a specific date is agreed upon by the Board and the resigning Director. The Secretary of the Board shall immediately inform all other Directors of such Director's resignation. Notwithstanding the foregoing, no Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

Section 9. Compensation. Service by the Directors on the Board is voluntary and each Director shall serve without compensation but may be reimbursed for expenses actually and reasonably incurred in the performance of their duties on behalf of the Corporation as authorized in advance or otherwise approved by the Board. No loans or gifts of any kind shall be made by the Corporation to any Director.

Section 10. Conflict of Interest. Directors may not (i) have an ownership or other financial interest in, suppliers or other vendors to the Corporation or the SCCC or any competing facilities, except that such financial interest restriction shall not prohibit (x) the Director elected as the representative of the SCCC or (y) an employee of a supplier or other vendor to the Corporation or the SCCC or any competing facilities, from serving on the Board; (ii) be a direct recipient of hotel tax funds collected by the SCTID; or (iii) the spouse or an immediate family member of any employee of the Corporation. As soon as practicable after the election or the Directors and holding the first meeting of the duly elected Board, Directors shall adopt a Conflict of Interest policy to be signed by all Directors and the Executive Director. Prior to service on the Board by future Directors, each Director shall be provided with, shall acknowledge receipt of and sign the Corporation's Conflict of Interest policy. Said Conflict of Interest policy will be posted prominently on the Corporation's website and in the corporate office.

Section 11. Procedure and Records. The Board shall keep regular agendas and minutes of its proceedings, and minutes of each meeting shall be kept and shall be filed with the corporate records, and such agendas and meetings shall be maintain in accordance with,

and shall be held subject to, the applicable provisions of the California Public Records Act (the “PRA”).

Section 12. Owners’ Association Meetings. At all times when the Corporation is serving as the Owner’s Association under the SCTID and conducting business or any other activities related to the SCTID, meetings of the Board of Directors of the Corporation and any committee of the Board of Directors are subject to California Open Meeting Laws. The meetings of the Board of Directors shall be held at dates, times and location as established by the Board and shall be held within the boundaries of SCTID.

- (A) **Annual Meeting.** The Board shall hold an annual meeting during the month of October each year, with the exact date to be determined by the Board of Directors. The annual meeting shall be held after at least 20 days’ notice to each Director, which notice may be given to each Director personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means. In addition, notice of the annual meeting shall be posted at least seventy- two hours prior to the meeting in a publicly accessible location and on the Corporation’s website, if any, in accordance with the requirements of the Brown Act. Each such notice shall state the general business to be transacted, and the day, time and place of the meeting.
- (B) **Regular Meeting.** Regular meetings of the Board shall be held monthly upon at least 72 hours prior notice to each Director, which notice may be given to each Director personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means. In addition, notice of regular meetings shall be posted at least seventy-two hours prior to the meeting in a publicly accessible location, and on the Corporation’s website, if any, in accordance with the requirements of the Brown Act. Each such notice shall state the general business to be transacted, and the day, time and place of the meeting. Business may be transacted at any regular meeting of the Board in accordance with the requirements of the Brown Act.
- (C) **Special Meeting.** Special meetings of the Board shall be held upon the request of the Chair of the Board or any two Directors, with at least 24 hours’ notice delivered to the each Director, which notice may be given to each Director personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means, or by any other means pursuant to Government Code §54956. Notice shall also be posted at least twenty-four hours prior to the meeting in a publicly accessible location, and on the Corporation’s website, if any, in accordance with the requirements of the Brown Act.

Section 13. Notice of Meetings. Notice of all meetings related to the Owner’s Association and SCTID will be given in accordance with the provisions of the Brown Act, Government Code §54950 et. seq. The noticing provisions in these Bylaws shall be subject to any amendments of the Brown Act.

Section 14. Voting. The vote of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board, unless a greater number is required by statute, the Articles of Incorporation or these Bylaws, in which case the act of such greater number shall be required to constitute the act of the Board. Directors shall vote in person, and participation in a meeting through use of conference telephone or electronic video screen communication as authorized under the CNPL constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another). Each Director shall be entitled to one (1) vote on each matter submitted to a vote of the Board. To comply with the Brown Act, when applicable to the meetings of the Board or any Board committees, the Owners' Association shall publicly report any action taken and the vote or abstention on that action of each Director present for the action.

Section 15. Quorum. At all meetings of the Board, the presence, either in person or by participation through the use of conference telephone, electronic video screen communication, or electronic transmission by and to the Corporation (as defined under the CNPL), of at least a majority of the authorized Directors shall constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, the Articles of Incorporation, or these Bylaws, in which case the act of such greater number shall be required to constitute the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 16. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee of the Board that is not related to either any Owners' Association or SCTID activities may be taken without a meeting if all Directors of the Board or members of a committee, as the case may be, consent in writing to that action and that action is filed with minutes of the proceedings.

Section 17. Telephonic Appearance. Teleconferencing, as authorized by §54953 of the Brown Act may be used for all purposes in connection with meetings. All votes taken during a teleconferenced meeting shall be by roll call. If teleconferencing is used, the Board shall post the agenda at all teleconference locations and conduct teleconference meetings in a manner that protects the statutory and constitutional rights of the parties or the public appearing before the Board.

ARTICLE V – OFFICERS, EXECUTIVE DIRECTOR AND EMPLOYEES

Section 1. Officers. The Officers of the Corporation shall be a Chair of the Board, Vice-Chair, Treasurer and Secretary (hereinafter, each individually an "Officer" and collectively "Officers"). The Board at the Corporation's first meeting shall nominate and elect the Officers of the Corporation. Thereafter the Board shall nominate and elect Officers of the Corporation at the Annual Meeting. The Corporation may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as may be appointed by the Board, each having such duties as may be specified or otherwise authorized by the Board. The Officers of the Corporation shall be elected annually by the Board and shall serve at the pleasure of

the Board. Except for the Secretary as detailed below, each Officer appointed by the Board shall be a Director of the Board or an Ex Officio advisor to the Board. Any two or more offices may be held by the same person.

Section 2. Duties of Corporation Officers. The officers of the Corporation shall have the following duties:

- (A) The **“Chair of the Board”** shall preside at all meetings of the Board; shall report on the activities of the Corporation at each meeting of the Corporation; and shall perform any additional duties as may be assigned by the Board. Whenever practicable, the Chair shall be a representative of a hotel paying the SCTID assessment.
- (B) The **“Vice-Chair”** shall preside at all meetings of the Board in the absence of the Chair of the Board; and shall perform such additional duties as assigned by the Board.
- (C) The **“Treasurer”** shall see to the financial reports of the organization in coordination with the Executive Director; and shall report on the Corporation’s financials to the Board in regular meetings, including an annual financial report to the Board.
- (D) The **“Secretary”** shall see that notices for all meetings are given in accordance with the provisions of these Bylaws and as required by law, shall keep Minutes of all meetings, shall have charge of the seal, if any, and the corporate books, and shall make such reports and perform such other duties as are incident to such office, or are properly required by the Board. The Secretary shall maintain, or cause to be maintained, the Corporation’s records in accordance with the requirements of the PRA, Government Code §7920.000 et seq.

Section 3. Executive Director.

- (A) The Executive Director shall be selected, hired and terminated by majority approval of the Board of Directors. The Executive Director will serve as the Chief Executive Officer of the Corporation. Operating under the control and direction of the Board, the Executive Director shall have full executive and administrative authority to manage, supervise, and conduct the operations of the Corporation, provided that the Executive Director exercise of such authority shall at all times be subject to and consistent with these Bylaws and the policies, procedures, programs, and directives from time to time adopted and/or prescribed by the Board.
- (B) Qualifications for the Executive Director shall be determined by the Board of Directors. The Executive Director shall not be a Director or an Officer of the Corporation (other than the Secretary), but shall be an employee of the Corporation. The Executive Director is an Ex Officio (non-voting advisor) to the Board. The Board shall fix the salary and other compensation of the Executive Director, who shall serve at the will of the Board.
- (C) The Executive Director shall develop an annual strategic marketing, sales and operations plan with budget (the “Annual Plan”) designed to achieve desired metrics and performance goals within a specified budget as outlined in the Corporation’s contract with the City.

- (D) The Executive Director will adhere to the requirement for full transparency and reporting to the Board and the City Council. The Executive Director will present the Annual Plan to the Board at the annual meeting and to the City Council. The Executive Director will employ transparent reporting capabilities to continually share economic impact, fiscal performance and community impact with the Board.
- (E) The Executive Director shall use best efforts to leverage City-owned assets to attract group business, increase room nights, and generate meaningful economic impact for the City.

Section 4. Resignations, Removal, and Vacancies. Officers of the Corporation remain subject to the resignation, removal, and vacancies provisions of Article IV, Section 7 and 8 of these Bylaws.

Section 5. Employees. With the approval of the Board, the Executive Director is responsible for building and leading a high-performance team. The Executive Director shall hire and terminate all employees of the Corporation, and shall set all employee job responsibilities and compensations in accordance with Board approved job descriptions and an approved budget, unless a third-party operator is contracted with for specific services.

ARTICLE VI – COMMITTEES

Section 1: Committees. The Board, by resolution adopted by a majority of the Directors then in office, may establish standing, temporary, or ad-hoc committees to support the Corporation's mission and projects. Committees must be approved by the Board at a duly held meeting. Each committee will include at least two Directors and may also include community volunteers who are not required to be Directors. The Board shall appoint a Chair for each committee from among its Directors. Committees may study specific topics, lead projects, or advise on matters related to the Corporation's purpose. Any recommendations or decisions from a committee related to Board responsibilities must be reported at a duly held Board meeting. Committees may have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may do the following:

- (i) Fill vacancies on the Board or any committee of the Board;
- (ii) Fix compensation of the Directors for serving on the Board or any committee;
- (iii) Amend or repeal Bylaws or adopt new Bylaws;
- (iv) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repeatable;
- (v) Create any other committees of the Board or appoint the members of committees of the Board; or aa
- (vi) Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected; or
- (vii) With respect to any assets held in charitable trust, approve any contract or transaction between this Corporation and one or more of its Directors or between this corporation and an entity in which one or more of its Directors have a material financial interest, subject to the approval provisions of Corporations Code §5233(d)(3).

Section 2. Meetings and Actions of Committees. Committee meetings and actions shall follow the same procedures as Board meetings, including compliance with the Brown Act and Public Records Act. Minutes must be recorded and filed with the Corporation's records. The Board may adopt additional rules for governance of any committee as long as the rules are consistent with these bylaws. If the Board has not adopted rules, the committee may do so.

Section 3. Audit Committee. The Corporation shall have an Audit Committee consisting of no fewer than three Directors, who shall be appointed annually by the Board to serve at the pleasure of the Board and until their successors are elected and qualified.

The Audit Committee shall exercise the following powers and duties:

- (i) Make recommendations to the Board on the hiring and firing of an independent certified accountant, who will conduct an independent audit of the financial statements of the Corporation;
- (ii) Negotiate the independent certified accountant's compensation;
- (iii) Confer with the independent certified accountant to become satisfied that the financial affairs of the Corporation are in order;
- (iv) Review the independent audit prepared by the independent certified accountant and decide whether to accept it; and
- (v) Approve any non-audit services provided by the independent certified accountant to ensure such services confirm to the standards in the Yellow Book issued by the US Comptroller General as may be applicable.

The Audit Committee shall be subject at all times to the control of the Board, which shall have the power to revise or alter any action taken by the Audit Committee, provided, however, that no rights of third parties that have attached or arisen shall be affected thereby.

A majority of the Directors of the Audit Committee shall constitute a quorum for the transaction of business and in the absence of a quorum, a majority of the Directors present may adjourn any meeting to another time and place. If a meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment. Every act or decision done or made by a majority of the Directors present at a meeting at which a quorum is present will be the act of the Audit Committee. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 4. Nominating Committee. A majority of the Directors of the Nominating Committee shall constitute a quorum for the transaction of business and in the absence of a quorum, a majority of the Directors present may adjourn any meeting to another time and place. If a meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment. Every act or decision done or made by a majority of the Directors present at a meeting at which a quorum is present will be the act of the Nominating Committee. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 5: Advisory Committees. The Board may establish one or more advisory committees. The members of any advisory committee may consist of directors or non-directors. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the Corporation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies.

ARTICLE VII – CONTRACTS, BANK ACCOUNTS AND LOANS

Section 1. Contracts. The Chair of the Board shall sign all contracts and other instruments affecting the operation of the Corporation subject to approval of the Board. In absence of the Chair of the Board, the Vice-Chair shall be authorized to execute and deliver any instrument, which has had the prior approval of the Board. The Board may authorize the Executive Director to execute contracts on behalf of the organization and the Chair of the Board. Absent Board approval, no Officer shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or for any amount.

Section 2. Loans. No loans, including lines of credit, shall be contracted on behalf of the Corporation, and no negotiable paper shall be issued in its name.

Section 3. Disbursements. Upon approval of the budget, the Executive Director is authorized to make disbursements, subject to any dollar limits established by the Board requiring more than one signature, on accounts and expenses provided for in the budget without additional Board approval. If the vendor, amount, and purpose of an invoice have already been approved by the Board, either through the annual budget or a specific Board action, only one signature from the Executive Director is required. The Board shall establish limits on disbursements requiring two signatures. Unless otherwise prescribed by the Board, the two required signatures shall be those of the Executive Director and the Treasurer; provided that in the absence of the Treasurer, the Chair or Vice Chair of the Board is authorized to provide the second signature.

Section 4. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such banks, trust companies, or other depositories as the Board may designate.

ARTICLE VIII – INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director, Officer, employee or agent of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which the Director, Officer, employee or agent may become involved by reason of such Director's, Officer's, employee's or agent's service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which the Director, Officer, or employee or agent shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved

by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Section 2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article. The Corporation's obligations under this Article shall be reduced by the amount of any insurance which is available to any such person whether such insurance is purchased by the Corporation or otherwise. The right of indemnity created herein shall be personal to the Director, Officer, employee or agent and their respective legal representatives, and in no case shall any insurance carrier be entitled to be subrogated to any rights created herein.

ARTICLE – IX -- MISCELLANEOUS

Section 1. Actions Requiring Seventy-five Percent (75%) Approval of Board of Directors.

Notwithstanding anything contained in these Bylaws to the contrary, the approval of not less than 75% of the authorized number of Directors shall be required for any of the following actions by the Corporation (and for clarification purposes, in applying that percentage the resulting number of Directors will be rounded up to a whole number – e.g., 75% of the initial authorized number of Directors of nine results is 6.75, so the approval of seven Directors would be needed):

Any amendments to the Corporation's Articles of Incorporation or these Bylaws.

The sale, pledge, lease, or other transfer of the assets of the Corporation other than transactions occurring in the ordinary course of business.

The adoption of the Corporation's annual strategic marketing, sales and operations plan, including budget.

Any merger, dissolution or liquidation of the Corporation.

Section 2. Fiscal Year. The fiscal year for the Corporation shall commence on July 1 and end on June 30, unless or until the Board determines to change such fiscal year.

Section 3. Gifts. The Board and Corporation employees may not accept, on behalf of the

Corporation or individually, any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Section 4. Conflict of Interest Policy. Prior to service on the Board, each Director shall be provided with, and shall acknowledge receipt of, the Corporation's conflict of interest policy.

Section 5. Non-Discrimination. The Corporation shall be an equal employment opportunity employer and shall practice similar non-discrimination in the conduct of its affairs.

Section 6. Dissolution. The duration of the Corporation shall be perpetual, except that it may be dissolved in accordance with law with the approval of the Board as provided above. Upon dissolution, the Directors shall, after payment of all of the liabilities of the Corporation, assign and otherwise transfer all assets to an organization meeting the requirements for such assignment and transfer as set forth in the Corporation's Articles of Incorporation.

Section 7. Notices. Whenever, under the provisions of the Bylaws, notice is required to be given to any Directors or Officers, it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, by depositing the same in a post office box or letter box, postage prepaid, addressed to each Director or Officer at such address as appears on the books of the Corporation or by electronic communication, including by email, subject to the Corporation complying with the applicable requirements in Section 20 of the California Corporations Code for electronic transmission by the Corporation. Any Director or Officer may waive any notice required to be given under these Bylaws.

Section 8. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board. All records shall be considered public if required under applicable California law.

Section 9. Force and Effect of Bylaws. In respect to all questions concerning construction of the Bylaws, the decision of the Board shall be final and conclusive and binding upon all persons.

Section 10. Political Neutrality. The Corporation shall not be used in any way for political purpose nor shall it, as a Corporation, actively participate in the political candidacy of any person.

Section 11. Limitation of Individual Liability. No Director or Officer of this Corporation, solely by virtue of position in the Corporation, will incur personal liability for any debts, liabilities or obligations of the Corporation.

Section 12. Right to Inspection. Every Director shall have the right to inspect all books, records and documents and the physical properties of the Corporation. This inspection may be made in person or by an agent or attorney.

Section 13: Brown Act Compliance. In accordance Section 36612 of the State of California Streets and Highways Code, the Corporation as the Owners' Association is a private entity and may not be considered a public entity for any purpose, nor may the Directors or staff of the Corporation be considered to be public officials for any purpose. Notwithstanding the foregoing, to the extent that the Corporation is subject to the open meeting requirements of the Brown Act (Chapter 9 (commencing with Section 54950) of Part 1 of Division 2 of Title 5 of the California Government Code), then the Board will comply with the applicable provisions of Government

Code §54950 through and including §54961. To the extent that any provisions of these Bylaws are inconsistent with the Brown Act, the provisions of said Brown Act shall prevail. In the event the Corporation is not required to comply with the Brown Act, then the Board will not endeavor to meet the requirements of the Brown Act. Without limiting anything in this Section 13, when holding any Board or committee meetings, the Board or committee, as applicable, shall comply with the Brown Act, at all times when matters within the subject matter of the SCTID are heard, discussed, or deliberated, and with the PRA, Government Code §7920.000 et seq., for all documents relating to activities of the SCTID.

Section 14: Emergency Powers. In the event of an emergency as defined in California Corporations Code Section 7140(m)(5), the Board of Directors may exercise the emergency powers described in Section 7140(m), including actions necessary to conduct the Corporation's affairs when a quorum cannot be readily convened.

CERTIFICATE OF SECRETARY

(California Corporations Code §7215)

I certify that I am the Secretary of the Silicon Valley / Santa Clara DMO, Inc., a California nonprofit mutual benefit corporation, that the above Amended and Restated Bylaws, consisting of 15 pages, including this Certificate, are the Bylaws of this Corporation as adopted on _____, 2025, and that they have not been amended or modified since that date.

Executed on _____, 2025, at Santa Clara, California.

By: _____

Its: Secretary



REPORT TO THE BOARD OF DIRECTORS

DATE: October 16, 2025

TO: Board of Directors

FROM: Christine Lawson, CEO

SUBJECT: Approval of Sponsorship Agreement with the Bay Area Host Committee and NFL (through February 2026) and Alliance Partnership Agreement with the Bay Area Host Committee (Three-Year Term)

BACKGROUND

The Bay Area Host Committee (BAHC) is the official nonprofit organization formed to coordinate and deliver world-class sporting and entertainment events throughout the San Francisco Bay Area. Its mission is to **drive regional economic vitality, foster community engagement, and elevate the Bay Area's global profile** through the successful execution of major events.

In partnership with global sports organizations, the BAHC has secured two of the most significant events of the decade—**Super Bowl LX in 2026 (SBLX)** and the **FIFA World Cup 2026 (FWC26)**, both hosted at Levi's® Stadium in Santa Clara. These events will generate international visibility and create broad economic and community impact across the region with an estimated regional economic impact between **\$850 million and \$1.26 billion** for the Bay Area, in addition to future tourism spillover.

Discover Santa Clara®, together with other Bay Area destination marketing organizations including **San Francisco Travel, The San Francisco Peninsula, Visit Oakland, and Visit Santa Cruz**, has been working closely with the Bay Area Host Committee (BAHC) to prepare for these milestone events and has signed sponsorship agreements. Following SBLX and the FWC26, the BAHC's long-term goal is to continue attracting and securing large-scale sporting and entertainment events for the Bay Area to drive hotel room nights, visitor spending, and lasting economic impact.

As the official destination marketing organization for the City of Santa Clara, Discover Santa Clara®'s partnership with the BAHC reinforces the city's role as a host destination and ensures that Santa Clara benefits directly from the visibility and opportunities generated by these global events. Supporting the BAHC's ongoing efforts is a strategic investment in both the region's and Santa Clara's economic future.

To advance this collaboration, Discover Santa Clara® has negotiated two complementary agreements:

1. **An Alliance Sponsorship Agreement** with the Bay Area Host Committee (BAHC).
2. **A Super Bowl LX Sponsorship Agreement** with the BAHC and NFL Properties, LLC (NFLP).

Together, these agreements formally establish Discover Santa Clara® as a **regional partner of the BAHC**, securing sponsorship rights, marketing recognition, and hospitality access. They also ensure Discover Santa Clara® is integrated into the region's official event infrastructure and benefits from association with these high-profile events.

Both agreements have been carefully reviewed throughout the negotiation process by Discover Santa Clara®'s legal counsel, and the final versions are now presented to the Board of Directors for approval.

The goal of this report is to obtain Board approval for Discover Santa Clara® to execute these two partnership agreements.

DISCUSSION

Provided below is a summary of the key points of both the **Alliance Sponsorship Agreement** with the BAHC and the **SBLX Sponsorship Agreement** with the BAHC and NFLP, LLC.

I. Key Benefits of the Partnership:

- **Term & Investment:** \$225,000 over 3 years or \$75,000 annually (2025–2027). Note that future payments beyond 2026 are contingent on the Santa Clara Tourism Improvement District (SCTID) and Discover Santa Clara®'s pending renewal.
- **Hospitality Assets:**
 - (2) tickets to Super Bowl LX.
 - (2) tickets to each of the six FIFA World Cup matches at Levi's® Stadium.
 - Invitations to BAHC events (Super Bowl Party, Ignite the Bay, Speaker Series).
- **Marketing & Recognition:**
 - Official **Alliance Partner of BAHC**.
 - Logo use, co-branded opportunities, and digital recognition in campaigns.
- **Community Engagement:**
 - Seat on BAHC's Community & Fan Engagement Committee providing Discover Santa Clara® with a voice for future BAHC strategy.
 - Collaboration on signage, lighting, and community activations.
- **NFL Agreement (Required):**
 - Provides recognition as a Super Bowl LX sponsor.
 - Allows purchase of additional tickets/hospitality.
 - Requires NFL approval and restricts use of NFL Marks.

Why This Matters:

- Aligns Santa Clara with the official Bay Area Host Committee.
- Ensures visibility, hospitality access, and positioning in the largest global events of the decade.
- Strengthens Discover Santa Clara®'s role as a leader in community and event engagement.

II. Key Legal Commitments Summary

Associated with the BAHC and NFL Partnership Agreements

1. Term and Financial Commitment

- **Duration:** Three years (2025–2027). The BAHC and NFL Sponsorship Agreement is valid through February 2026, while the BAHC Alliance Sponsorship Agreement extends through 2027.
- **Total Financial Commitment:** The total amount of \$225,000 will be paid in three annual installments of \$75,000 each. The first installment is due upon signing of the agreement, with the remaining two installments due in January 2026 and January 2027.
- **Contingency:** Payments for 2027 are contingent on the renewal of the Santa Clara Tourism Improvement District (TID).
- **Funding:** The first two installments (\$150,000) will be funded from restricted funds outside the FY 2025/26 budget; future installments will be incorporated into annual budgets for Board review.

2. Approval Requirements

- The **NFL Properties, LLC (NFLP)** must approve the **Super Bowl LX Sponsorship Agreement** for it to become effective.
- Both agreements include provisions allowing the **BAHC and/or NFLP** to review and approve all promotional or logo use connected to the partnership.

3. Use of Marks and Branding

- **Discover Santa Clara®** may use the **BAHC Host Committee Marks** only with prior written approval from the BAHC (and the NFL for any Super Bowl-related use).
- Use of **NFL Marks** (e.g., "Super Bowl," "NFL," or team names/logos) is strictly prohibited without express written approval from the NFLP.
- Any digital, print, or co-branded materials must be submitted for review at least **30 days before publication** and may be declined if inconsistent with BAHC or NFL standards.
- Territorial rights for promotional use are limited to **Northern California**.

4. Sponsorship Rights and Non-Exclusivity

- Discover Santa Clara® receives recognition as an **Alliance Partner** of the BAHC, but the agreement is **non-exclusive**, and the BAHC may secure additional partners in the same business category (Travel, Tourism, Leisure, and Hospitality).

- Discover Santa Clara® may not sell, transfer, or barter any sponsorship assets (e.g., tickets or benefits).

5. Indemnification

- Discover Santa Clara® agrees to **indemnify and hold harmless** the BAHC, NFL Entities, and their affiliates against claims, liabilities, or losses arising from:
 - Acts or omissions of Discover Santa Clara® or its representatives.
 - Use of BAHC or NFL marks outside approved purposes.
 - Any activations, events, or promotions executed by Discover Santa Clara®.
- The BAHC provides reciprocal indemnification for acts or omissions on its part.

6. Insurance Requirements

- Discover Santa Clara® must maintain the following insurance coverage throughout the agreement term:
 - **Commercial General Liability:** \$1,000,000 per occurrence.
 - **Workers' Compensation:** Statutory limits.
 - **Employer's Liability:** \$500,000 minimum.
 - **Errors & Omissions:** \$1,000,000 minimum.
 - **Media Liability (E&O):** \$2,000,000 aggregate, covering IP infringement and defamation.
 - Discover Santa Clara®'s current insurance policies cover the above coverage requirements.
- Both parties must list one another (and the NFL entities, as applicable) as **additional insureds** and provide certificates of insurance upon request.
 - Discover Santa Clara®'s insurance underwriter has confirmed that the requirements of this agreement can be met through the issuance of **additional insured** and **waiver of subrogation** forms. The cost is **\$100 per additional insured form** (two required, totaling \$200) and **\$50 per waiver of subrogation form** (two required, totaling \$100), for a **combined total of \$300**.

7. Confidentiality

- The terms of the agreements are **confidential** and may only be shared with Discover Santa Clara®'s legal counsel, auditors, or the **City of Santa Clara** as required by law.
- Any public disclosure (including press releases) must be pre-approved by the BAHC and/or NFLP.

8. Termination

- Either party may terminate for **material breach**, provided written notice is given and the issue is not cured within **10–20 days** (depending on the clause).
- If Discover Santa Clara® defaults or fails to make a payment, the BAHC may terminate the agreement and retain or recover the full sponsorship fee due.
- Upon termination, Discover Santa Clara® forfeits all rights to sponsorship benefits and must cease all use of marks.

9. Force Majeure and Event Changes

- If Super Bowl LX, FIFA World Cup matches, or related events are **canceled, relocated, or postponed**, Discover Santa Clara®'s sole remedy is a **pro-rata refund** of unfulfilled sponsorship value.
- Neither the BAHC nor the NFL Entities bear responsibility for consequential or indirect losses.

10. Governing Law and Jurisdiction

- Both agreements are governed by **California law**, with disputes to be resolved in state or federal courts located in the **Northern District of California**.

Summary of Board-Level Implications

- The agreements **create a five-year financial and brand partnership** that enhances Santa Clara's visibility during and beyond major global events.
- **Financial risk is limited** to the defined cash payments and standard indemnification and insurance provisions.
- **Reputational compliance** is critical: use of logos, marks, and promotional content must follow BAHC/NFL guidelines.
- **No ongoing operational or legal obligations** extend beyond the sponsorship term, except for confidentiality, indemnification, and insurance coverage requirements.

FINANCIAL IMPACT

The total cost associated with the **Alliance Sponsorship Agreement** with the Bay Area Host Committee is **\$225,300** over a three-year term (2025–2027). This amount includes the **\$225,000 sponsorship investment** and a **one-time \$300 insurance expense** required to issue additional insured and waiver of subrogation forms.

Discover Santa Clara® is requesting **Board approval for a total financial commitment of \$225,300, which will be allocated from restricted funds outside of the FY 2025/26 budget** to cover the full agreement term.

The initial installment of **\$75,000** will be paid upon execution of the agreement, **with a second installment of \$75,000 due in January 2026**. Both payments fall within the FY 2025/26 fiscal year. The **final installment of \$75,000** will be due in January 2027 and will be **reflected in Discover Santa Clara®'s FY 2026/27 budget** for tracking and reporting purposes.

RECOMMENDATIONS

Board to approve and authorize the CEO to sign and execute the following agreements:

1. The **Alliance Sponsorship Agreement** with the BAHC.
2. The **Super Bowl LX Sponsorship Agreement** with the BAHC and NFLP, LLC.

Scott Wintner

SENIOR STAKEHOLDER ENGAGEMENT EXECUTIVE

3860 MLK Jr. Way Unit 202
Oakland, California 94609
(440) 724-1663 mobile
scott@wintner.us

PROFESSIONAL EXPERIENCE

City of San José

San Jose, CA

Deputy Director of Aviation, San Jose Mineta International Airport (SJC)

November 2018-Present

- Serve on the seven-member executive team responsible for strategic oversight of the Airport; serve as Acting Director of Aviation as-needed.
- Led Airport preparation and engagement activities surrounding major events including 2019 NCAA College Football Playoffs, Super Bowl XV, FIFA World Cup 2026, NVIDIA GTC, and more
- Restructured, rebuilt and lead diverse, high-performing Communications and Marketing teams at the Airport that report the highest level of employee engagement of all other Airport workgroups
- Transformed the Airport's marketing strategy to reflect post-Pandemic shifts in the Bay Area and global travel markets
- Developed and launched a new brand identity for the Airport following extensive consumer research to identify the need and inform the effort
- Led internal and external communication for the Airport throughout the COVID-19 Pandemic.
- Executed award-winning campaigns that drove record engagement across traditional and emerging platforms
- Inspired new investment in a dedicated internal communication/employee engagement program for the Airport
- Led communication around approval of a new Airport Master Plan and a new six-gate interim concourse to accommodate rapid pre-Pandemic growth

D&A Communications

San Francisco, CA

Managing Director

January 2018-November 2018

- Led a complete restructuring of the firm's San Francisco team to streamline business operations and increase productivity
- Led the project team coordinating public outreach, engagement, and operational/transition communication for the grand opening of San Francisco's iconic new Salesforce Transit Center
- Led the project team coordinating public outreach and community engagement for the builder of the Golden State Warriors' Chase Center mixed-use development
- Led industry-first public outreach and engagement initiatives for a major national builder

Senior Project Manager

April 2015-January 2018

- Acquired and led the firm's account as San Francisco International Airport's communication and marketing firm of record, including projects ranging from media training and crisis communication planning to small and minority business outreach and customer service initiatives
- Advised a leading global Duty Free retailer on its effort to enter the North American airport market
- Led public outreach and marketing for California's largest and most successful Community Choice Energy program to date
- Led public outreach and issues communication for a major, urban infrastructure construction project on behalf of a construction firm servicing Northern California's largest utility company

- Managed logistics for a series of public information workshops for the Bay Area's controversial regional transportation and housing plan on behalf of the Metropolitan Transportation Commission
- Facilitated community outreach for a long-term traffic plan for San Francisco's Chinatown neighborhood

The Snowberry Group

Oakland, CA

Principal

May 2003-Present

- Work with clients primarily in the transportation, tourism & construction/public utility sectors to develop creative ways to actively engage stakeholders in support of strategic objectives
- Provide strategic guidance to firms seeking to do business with airports and other aviation firms in business development efforts, including management of proposal development

Port of Oakland

Oakland, CA

Aviation Senior Marketing and Communications Representative/PIO

November 2013-April 2014

- Recruited to develop and lead the public relations/communications effort for then-Oakland International Airport (OAK)
- Served as primary Public Information Officer for OAK and worked with airport operations staff to develop new protocols for effective media response and access procedures
- Collaborated with the Airport Noise Management Office to facilitate communication with area stakeholders concerning operations during a period of airfield construction that altered traffic patterns
- Advised the Airport Director on federal policy issues surrounding obtaining landing rights for new, international air service and addressing concerns regarding overall federal resource allocation at OAK

Wayne County Airport Authority

Detroit, MI

Department Manager, Public Affairs

March 2007-November 2013

- Responsible for day-to-day management of the team responsible for all media relations, public/community relations and customer service for Detroit Metro Airport—home to the world's sixth-busiest airline hub—and historic Willow Run Airport
- Served as a primary spokesperson for DTW through a period including the opening of a new major terminal facility, the "Underwear Bomber" terrorist attack (Dec., 2009), the Delta/Northwest merger, etc.
- Oversaw management of the airport experience for travelers in the three years leading-up to DTW ranking highest in overall customer satisfaction among large airports in the 2010 *J.D. Power and Associates 2010 North America Airport Satisfaction Study*SM
- Coordinated media and community communication programs, as well as local and federal government affairs efforts, to support the development and completion of a new FAA Master Plan for DTW that included a controversial fifth parallel runway
- Provided strategic counsel to airport leadership staff and Board Members on controversial issues including litigation, high-profile leadership changes and contract negotiations
- Developed, implemented and grew the Airport Authority's first Airport Ambassador customer service volunteer program and reshaped hospitality program for major civic events
- Developed, implemented and managed the Commercial Film & Photography location program at both airports, including location agreement negotiation and coordination of logistics for five major feature film/television shoots, several national broadcast commercials and more than two-dozen smaller projects

- Developed and advocated Airport Authority positions on policy, including passenger facilitation and international air service issues, and was principal adviser to senior management on such issues
- Served on the Airport Authority's interdepartmental government affairs team
- Launched the Airport Authority's first engagement in social media

Airports Council International-North America

Washington, D.C.

Manager, Communications & Marketing/Policy & Public Affairs

May 2005 – March 2007

- Managed the development and launch of a new industry-wide e-newsletter; coordinated publication and distribution of the Association's quarterly, four-color magazine
- Managed the Association's corporate branding initiatives and strategic marketing partnerships
- Developed new marketing programs to promote Association conferences and events leading to several new records in meeting attendance
- Managed airport industry-wide programs related to customer service and community outreach; Served as staff secretary to the Association's Customer Service Working Group and grew its membership
- Served as a media spokesperson for the Association, responding to press inquiries and working as part of a team to develop pro-active media relations programs and strategy

EDUCATION & TRAINING

Boston University, College of Communication

Boston, MA

Bachelor of Science in Communication, summa cum laude

January 2005

National Transportation Safety Board (NTSB) Academy

Ashburn, VA

Managing Communications During an Aircraft Disaster (Certificate)

April 2006

Environmental Negotiation for Resource Managers

Tiburon, CA

March 2016

PROFESSIONAL LEADERSHIP

Airport Cooperative Research Program (ACRP),

Transportation Research Board, The National Academies

Chair, ACRP Synthesis Project Review Panel

October 2022 - Present

Project Review Panelist, "Improving the Airport Customer Experience"

November 2013 – August 2016

Public Relations Society of America (PRSA)

Secretary/CFO, San Francisco Bay Area Chapter

January 2016 – December 2021

National Coalition for Aviation & Space Education (NCASE)

Member, Board of Directors

January 2007 – December 2015

Airports Council International-North America (ACI-NA)

Passenger Facilitation Committee Steering Group

January 2013 – April 2014

Customer Service Working Group

March 2007 – April 2014