

NAME: **SAN DIEGO COUNTY CAPITAL ASSET LEASING CORPORATION BOARD OF DIRECTORS (SANCAL)**

LEGAL AUTHORITY: Board Orders 10/11/83 (6); 1/31/84 (13); 4/11/84 (18); 6/12/84 (55, 56, 57). California Nonprofit Public Benefit Corporation Law (Corporations Code Section 5120)

MEMBERS APPOINTED BY: Board of Supervisors

MEMBERSHIP COMPOSITION: The authorized number of Directors shall be 5. Each Supervisor may nominate one candidate to serve as Director. Thereafter, Directors shall be designated as their terms expire by a vote of the Board of Supervisors. Each such individual shall have been nominated by the Supervisor who nominated, or whose predecessor nominated, the Director whose term on the Board of Directors is expiring and to whose seat on the Board of Directors such individual shall succeed. Directors may serve consecutive terms on the Board of Directors.

TERMS: Subject to the provision in the By-Laws relating to resignation, removal and the filling of vacancies, all Directors shall hold office until a successor has been designated and qualified. The initial Directors shall serve a term expiring on February 3, 1987. Thereafter Directors shall serve a term which shall expire on the same date as the term of the member of the Board of Supervisors who nominated the respective Director.

DUTIES: Subject to the limitations of the Articles of Incorporation and the By-Laws of the SANCAL Corporation, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. All actions taken by the Board of Directors or by a committee created by the Board of Directors shall be at a meeting duly called and shall be reported in the duly executed minutes of the Corporation or of such committee for such meeting and transmitted to the Board of Supervisors. The Board of Directors may delegate the management of the activities of the corporation to any person or persons, a management company or committees however composed, provided that any such delegation other than to a committee of the Board

of Directors or to the staff of the County of San Diego must be approved by the Board of Supervisors, and provided, further, that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers in addition to the other powers enumerated in the By-Laws:

- To select and remove all the other officers of the corporation, prescribe powers and duties for them as are consistent with law, the Articles and the By-Laws, fix their compensation, if any, and require from them security for faithful service.
- Subject to approval of the Board of Supervisors, to select and remove all agents and employees of the corporation, prescribe powers and duties for them as are consistent with law, the Articles and the By-Laws, fix their compensation, if any, and require from them security for faithful service.
- To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor as are consistent with law, the Articles and these By-Laws, as they may deem best.
- To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
- Subject to approval of the Board of Supervisors, to borrow money and incur indebtedness for the purposes and on behalf of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.
- Subject to approval of the Board of Supervisors, to acquire real or personal property of any nature and to lease the same to the County of San Diego and to assign its interest in any such lease to any person including a

trustee for the benefit of holders of certificates of participation. All acquisitions of real or personal property and any construction undertaken shall be done in accordance with the laws and regulations applicable to the County of San Diego for procurement or construction.

**MEETING DATE
AND LOCATION:**

Third Tuesday, 1:30 p.m.
1600 Pacific Highway, Room 358
San Diego, CA 92101

COMPENSATION:

Directors and members of committees may receive such compensation, if any, for their services as may be fixed or determined by the Board of Directors and ratified by the Board of Supervisors, and shall receive reimbursement for expenses resulting from such services, subject to the prior approval of the Board of Supervisors, which reimbursement shall be in accordance with reimbursement schedules for officials of the County of San Diego.

FILINGS NECESSARY:

Oath Cards (2)
Conflict of Interest - Form 700

CONTACT PERSON:

Tracy Sandoval
Chief Financial Officer
619-531-5413

REVISED: June 11, 2013