[MS-0398.025.020.001]

MINUTES OF FIRST MEETING OF INCORPORATORS AND FIRST BOARD OF DIRECTORS MEETING OF THE LEON L. WILLIAMS FOUNDATION

A meeting of the Incorporators and first Board of Directors of Leon L. Williams Foundation was held on November 29, 1994 at 1600 Pacific Highway, Room 335, San Diego, California, 92101, at 8:00 a.m., pursuant to the waiver of notice and consent thereto signed by all of the Incorporators and Directors.

The following Incorporators and Directors were present:

Tawfiq Khoury
Chris Miller
John Miller
Alan Ziegaus
Randa M. Trapp
Michael Anderson
Larry Cushman
Tom Hom
David Malcolm
Dr. Monroe Trout

The following Incorporators and Directors were absent:

William Jones
Patricia McQuater
Carlton Hargraves
Shirley Weber

The meeting was called to order by Tawfiq Khoury. Mr.Khoury suggested the appointment of a temporary chairman and secretary. On motion made, seconded and unanimously carried, Tawfiq Khoury was appointed Temporary Chairman and Randa M. Trapp was appointed Temporary Secretary.

A waiver of notice was presented and ordered filed with the minutes of this meeting.

The Temporary Secretary reported that the original Articles of Incorporation of the Corporation had been filed in the office of the Secretary of State of California on the 21st day of November 1994. The Temporary Secretary presented to the meeting a certified copy of said Articles of Incorporation and the Temporary Secretary was directed to insert said copy in the book of minutes of the Corporation.

The Temporary Secretary presented a draft of the bylaws to the meeting, which were read section by section, and discussed. Upon motion made, seconded, and unanimously carried, the following preambles and resolutions were duly adopted:

WHEREAS, there has been presented to this meeting a form of Bylaws for the regulation of the affairs of this Corporation: and

WHEREAS, it is deemed to be in the best interest of this Corporation that said Bylaws be adopted by this Board of Directors as and for the bylaws of this Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws presented to this meeting and discussed hereat be and the same hereby are adopted as and for the Bylaws of this Corporation; and

RESOLVED, that the Secretary of this Corporation be and he hereby is, authorized and directed to execute a certificate of the adoption of said Bylaws and to insert said Bylaws as so certified in the book of minutes of this Corporation, and to see that a copy of said Bylaws, similarly certified, is kept at the principal office of the Corporation for the transaction of the business of the Corporation, in accordance with Section 5160 [or either 7160 or 9160] of the California Corporations Code.

The Temporary Chairman stated that nominations were in order for the election of officers of the Corporation, which should be a chairperson, a vice-chairperson, a secretary, and a chief financial officer. Thereupon, the following slate of officers was nominated:

Tawfiq Khoury	Chairperson
Alan Ziegaus	Vice-Chairperson
Randa M. Trapp	Secretary
Chris Miller	Chief Financial Officer

There being no other nominations, upon motion made, seconded, and unanimously carried, the slate of officers nominated was duly elected to hold office until the first annual meeting of Directors or until their respective successors are duly elected. Each officer so elected, being present, accepted his office, and the elected Chairperson and Secretary acted throughout the balance of the meeting as Chairperson and Secretary, respectively.

To provide for a depository for the funds of this Corporation, and to authorize certain officers to deal with corporate funds, the following resolutions were adopted:

RESOLVED that this Corporation establish in its name one ore more deposit accounts with First Interstate Bank, San Diego, California, upon such terms and conditions as may be agreed upon with said bank, and that the following named officers of this Corporation be, and they hereby are, authorized to establish such account or accounts; and

RESOLVED that any one member of the Executive Committee (Chairperson, Vice-Chairperson, Secretary and Chief Financial Officer) along with the Chief Executive of this Corporation are herein authorized to withdraw funds of this

Corporation from said account or accounts upon checks of this Corporation signed as provided herein with signatures duly certified to said bank by the secretary of this Corporation, and said bank is hereby authorized to honor and pay any and all checks so signed, including those drawn to the individual order of any officer or other person authorized to sign the same.

The matter of the adoption of a fiscal year was then considered. After discussion, upon motion made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the fiscal year end of this Corporation be and the same hereby is fixed as October 31 of each year.

Upon motion made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the principal office of this Corporation be and it hereby is fixed as 1255 Imperial Avenue, 9th Floor, San Diego, California 92101.

In order to provide for the payment of the expenses of incorporation and organization of this Corporation, on motion made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the Chief Financial Officer of this Corporation be, and hereby is, authorized and directed to pay the expenses of incorporation and organization of this Corporation.

Chairperson Khoury, in recognition of Leon Williams outstanding career in government and politics, requested that the Board honor Leon Williams by naming him Founder of the Foundation and Honorary Member of the Board of Directors. After discussion, upon motion made, seconded, and unanimously carried, Leon Willliams was named Founder of the Foundation and an Honorary Member of the Board of Directors.

Chairperson Khoury suggested that Margaret Williams be named an Honorary Member of the Board of Directors. After discussion, upon motion made, seconded, and unanimously carried, Margaret Williams was named an Honorary Member of the Board of Directors.

Chairperson Khoury suggested that Juan Vargas be considered as a member of the Board of Directors. After discussion, upon motion made, seconded, and unanimously carried, Juan Vargas was elected to the Board of Directors.

Chairperson Khoury requested that a Nominating Committee consisting of the following Board members be formed:

Dr. Monroe Trout, Chair; Michele Anderson; Larry Cushman; David Malcolm and

Patricia McQuater. After discussion, upon motion made, seconded and unanimously carried, the aforementioned individuals were appointed to the Nominating Committee.

The meeting was then adjourned into closed session to discuss personnel matters.

After the closed session meeting to discuss personnel matters, Chairperson Khoury announced that Jimmie Slack has been selected as Chief Executive Officer for the Foundation. Tom Hom discussed the concerns Board Members had regarding compensation for the new CEO. Chairperson Khoury was authorized to negotiate a salary with Mr. Slack.

Lacee Beaulieu discussed costs and projected revenue from the retirement dinner for Leon Williams.

Vice Chairperson Ziegaus emphasized the importance of acquiring a firm date that fits in with Governor Wilson's schedule so that the Governor can attend. Leon Williams agreed to contact the Governor's office to obtain a date.

Further discussions were conducted regarding reducing the costs of the dinner. It was requested that the costs for entertainment be eliminated and seek the services of a choir to sing selected songs. It was also suggested that the use of a "good court" at approximately $10 per person versus the $20 to $30 per person table dinner, be utilized.

The Board directed Mr. Slack to continue work with Vice Chairperson Ziegaus and Lacee Beaulieu on implementing the retirement dinner.

There being no further business to come before the meeting, on motion duly made, seconded, and unanimously carried, the meeting was adjourned.