

Attachment C to Agenda File No. 2020-0315

Document No. **71120**

Page 1 of 19 C

Filed **04/23/2020**

Office of the District Clerk

**XEROX AMENDMENT NO. 2 TO
SAN DIEGO UNIFIED PORT DISTRICT
SERVICES MASTER AGREEMENT
REFERENCE # 7143687**



This Amendment ("Amendment") amends the Services Master Agreement filed in the Office of the District Clerk as Document No. 62553 (as amended by Xerox Amendment No. 1 filed in the Office of the District Clerk as Document No. 67785 the "SMA"), between the San Diego Unified Port District ("Customer") and Xerox Corporation ("Xerox").

The parties agree that the SMA is modified as described below:

1. **Section GEN 1.1(d)(ii) Maximum Expenditure is modified to delete the first sentence and replace it as follows: "...ii. Maximum Expenditure. The maximum expenditure under this Agreement shall not exceed \$2,150,000.00 for Xerox Print Services ("XPS") and Document Production and Publishing ("DPP")."**
2. **The first sentence of section GEN 1.11 is modified as follows: "This Agreement shall commence on the Effective Date and shall continue until November 30, 2021, and continue on a month-to-month basis thereafter until expressly renewed by mutual written agreement or terminated by either party upon ninety (90) days' written notice."**
3. Except as specified in this Amendment, the SMA shall remain as stated. In the event of a conflict between the terms and conditions of the SMA and this Amendment, this Amendment will control.

San Diego Unified Port District

Signature

Tracey Sandberg

Name (Please Print)

Director, IT Operations

Title

Apr 22, 2020

Date

Xerox Corporation

Signature

Michael Cornell, Finance Director

Name (Please Print)

Finance Director

Title

Apr 6, 2020

Date

Approved as to Form and Legality

Deputy General Counsel

Apr 6, 2020



Certificate Of Completion

Envelope Id: D6ABEB93AEC94AFA91B31D3BF1691E36

Status: Completed

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Source Envelope: 2BC04459202E47AA8864E4CC4B7BEBDD

Document Pages: 1

Signatures: 1

Envelope Originator:

Certificate Pages: 5

Initials: 0

Natalia Jimenez

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3165 Pacific Highway

Enveloped Stamping: Enabled

San Diego, CA 92101

Time Zone: (UTC-08:00) Pacific Time (US & Canada)

njimenez@portofsandiego.org

IP Address: 207.215.153.162

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Holder: Natalia Jimenez

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4/22/2020 11:30:35 AM

njimenez@portofsandiego.org

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Pool: San Diego Unified Port District

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Signer Events

Tracey Sandberg

tsandberg@portofsandiego.org

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Signature

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ODCDocuSign@portofsandiego.org

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Electronic Record and Signature Disclosure:

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In Person Signer Events

Signature

Timestamp

Editor Delivery Events

Status

Timestamp

Agent Delivery Events

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Intermediary Delivery Events

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Certified Delivery Events

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Timestamp

Carbon Copy Events

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Witness Events

Signature

Timestamp

Notary Events

Signature

Timestamp

Envelope Summary Events

Status

Timestamps

Envelope Sent

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Envelope Summary Events	Status	Timestamps
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Signing Complete	Security Checked	4/23/2020 7:49:12 AM
Completed	Security Checked	4/23/2020 7:49:12 AM
Payment Events	Status	Timestamps
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If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

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All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

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You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: rsanagus@portofsandiego.org

To advise San Diego Unified Port District of your new e-mail address

To let us know of a change in your e-mail address where we should send notices and disclosures electronically to you, you must send an email message to us at rsanagus@portofsandiego.org and in the body of such request you must state: your previous e-mail address, your new e-mail address. We do not require any other information from you to change your email address..

In addition, you must notify DocuSign, Inc. to arrange for your new email address to be reflected in your DocuSign account by following the process for changing e-mail in the DocuSign system.

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To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an e-mail to rsanagus@portofsandiego.org and in the body of such request you must state your e-mail address, full name, US Postal address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with San Diego Unified Port District

To inform us that you no longer want to receive future notices and disclosures in electronic format you may:

- i. decline to sign a document from within your DocuSign session, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;
- ii. send us an e-mail to rsanagus@portofsandiego.org and in the body of such request you must state your e-mail, full name, US Postal Address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

Operating Systems:	Windows® 2000, Windows® XP, Windows Vista®; Mac OS® X
Browsers:	Final release versions of Internet Explorer® 6.0 or above (Windows only); Mozilla Firefox 2.0 or above (Windows and Mac); Safari™ 3.0 or above (Mac only)
PDF Reader:	Acrobat® or similar software may be required to view and print PDF files
Screen Resolution:	800 x 600 minimum

Enabled Security Settings:	Allow per session cookies
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Acknowledging your access and consent to receive materials electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please verify that you were able to read this electronic disclosure and that you also were able to print on paper or electronically save this page for your future reference and access or that you were able to e-mail this disclosure and consent to an address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format on the terms and conditions described above, please let us know by clicking the 'I agree' button below.

By checking the 'I agree' box, I confirm that:

- I can access and read this Electronic CONSENT TO ELECTRONIC RECEIPT OF ELECTRONIC RECORD AND SIGNATURE DISCLOSURES document; and
- I can print on paper the disclosure or save or send the disclosure to a place where I can print it, for future reference and access; and
- Until or unless I notify San Diego Unified Port District as described above, I consent to receive from exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to me by San Diego Unified Port District during the course of my relationship with you.

RESOLUTION 2020-040

RESOLUTION AUTHORIZING AMENDMENT NO. 2 TO AGREEMENT WITH XEROX CORPORATION TO PROVIDE MANAGED PRINT SERVICES AND DOCUMENT PRODUCTION AND PUBLISHING, AND AFTER ORIGINALLY CONTEMPLATING AN INCREASE OF \$800,000, INCREASING THE MAXIMUM AMOUNT PAYABLE UNDER THE AGREEMENT BY THE LESSER AMOUNT OF \$350,000 FOR A NEW MAXIMUM AMOUNT PAYABLE UNDER THE AGREEMENT OF \$2,150,000 FOR SERVICES THROUGH NOVEMBER 30, 2021. EXPENDITURES ARE BUDGETED IN THE INFORMATION TECHNOLOGY MANAGEMENT PROGRAM. FUNDS REQUIRED FOR FUTURE YEARS WILL BE BUDGETED IN THE APPROPRIATE FISCAL YEAR SUBJECT TO BOARD APPROVAL UPON ADOPTION OF EACH FISCAL YEAR'S BUDGET.

WHEREAS, the San Diego Unified Port District (District) is a public corporation created by the legislature in 1962 pursuant to Harbors and Navigation Code Appendix 1, (Port Act); and

WHEREAS, the Board of Port Commissioners (BPC) adopted BPC Policy No. 110 to establish a policy governing the processing and administration of public projects, consulting and service agreements, the purchasing of supplies, materials, and equipment, and grants; and

WHEREAS, On November 4, 2014, the Board awarded an agreement with Xerox Corporation to provide managed print services and document production and publishing for five years, with two optional one-year extensions for a total aggregate term of seven years and an amount not to exceed of \$995,000; and

WHEREAS, on December 5, 2017, the Board approved Amendment No. 1 to increase the maximum amount to \$1,800,000; and

WHEREAS, in February 2018, the Port exercised its option to extend the term for two years through November 30, 2021; and

WHEREAS, after originally contemplating an \$800,000 increase to the current maximum amount payable under the contract, staff recommends an increase of the lesser amount of \$350,000; and

2020-040

WHEREAS, to provide uninterrupted printing support services throughout the District to the end of the newly extended contract term, staff recommends the Board authorize Amendment No. 2 to the agreement with Xerox to provide managed print services and document production and publishing.

NOW, THEREFORE, BE IT RESOLVED by the Board of Port Commissioners of the San Diego Unified Port District, as follows:

That the Executive Director or her designated representative is hereby authorized to enter into Amendment No. 2 to Agreement with Xerox Corporation, increasing the maximum amount payable under the Agreement From \$1,800,000 to \$2,150,000.

APPROVED AS TO FORM AND LEGALITY:
GENERAL COUNSEL

David Jones

By: Assistant/Deputy

PASSED AND ADOPTED by the Board of Port Commissioners of the San Diego Unified Port District, this 14th day of April 2020, by the following vote:

AYES: Bonelli, Castellanos, Malcolm, Merrifield, Moore, Valderrama, and Zucchet

NAYS: None.

EXCUSED: None.

ABSENT: None.

ABSTAIN: None.

Ann Moore

Ann Y. Moore, Chair
Board of Port Commissioners

ATTEST:

Donna Morales

Donna Morales
District Clerk



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Initials: 0

Gabby Livingston

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3165 Pacific Highway

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San Diego, CA 92101

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David Jones

David Jones

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Deputy General Counsel

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Ann Moore

Ann Moore

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amoore@nmalawfirm.com

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Donna Morales

Donna Morales

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dmorales@portofsandiego.org

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District Clerk

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Port of San Diego

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Editor Delivery Events	Status	Timestamp
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Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
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Margret Hernandez mhernandez@portofsandiego.org Security Level: Email, Account Authentication (None) Electronic Record and Signature Disclosure: Not Offered via DocuSign	COPIED	Sent: 6/2/2020 9:31:01 AM Viewed: 6/2/2020 11:09:24 AM
Sally Raney sraney@portofsandiego.org Security Level: Email, Account Authentication (None) Electronic Record and Signature Disclosure: Not Offered via DocuSign	COPIED	Sent: 6/4/2020 11:27:39 AM
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Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps
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Payment Events	Status	Timestamps
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Required hardware and software

Operating Systems:	Windows® 2000, Windows® XP, Windows Vista®; Mac OS® X
Browsers:	Final release versions of Internet Explorer® 6.0 or above (Windows only); Mozilla Firefox 2.0 or above (Windows and Mac); Safari™ 3.0 or above (Mac only)
PDF Reader:	Acrobat® or similar software may be required to view and print PDF files
Screen Resolution:	800 x 600 minimum

Enabled Security Settings:	Allow per session cookies
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San Diego Unified Port District

3165 Pacific Hwy.
San Diego, CA 92101

(6)

Reference Copy
71120
Item No. 7

File #:2020-0099

DATE: April 14, 2020

SUBJECT:

RESOLUTION AUTHORIZING AMENDMENT NO. 2 TO AGREEMENT WITH XEROX CORPORATION TO PROVIDE MANAGED PRINT SERVICES AND DOCUMENT PRODUCTION AND PUBLISHING, AND AFTER ORIGINALLY CONTEMPLATING AN INCREASE OF \$800,000, INCREASING THE MAXIMUM AMOUNT PAYABLE UNDER THE AGREEMENT BY THE LESSER AMOUNT OF \$350,000 FOR A NEW MAXIMUM AMOUNT PAYABLE UNDER THE AGREEMENT OF \$2,150,000 FOR SERVICES THROUGH NOVEMBER 30, 2021. EXPENDITURES ARE BUDGETED IN THE INFORMATION TECHNOLOGY MANAGEMENT PROGRAM. FUNDS REQUIRED FOR FUTURE YEARS WILL BE BUDGETED IN THE APPROPRIATE FISCAL YEAR SUBJECT TO BOARD APPROVAL UPON ADOPTION OF EACH FISCAL YEAR'S BUDGET.

EXECUTIVE SUMMARY:

On November 4, 2014, the Board awarded an agreement with Xerox Corporation to provide managed print services and document production and publishing for five years, with two optional one-year extensions for a total aggregate term of seven years and an amount not to exceed of \$995,000. On December 5, 2017, the Board approved Amendment No. 1 to increase the maximum amount to \$1,800,000. Then in November 2019 at the contract's original end date, the Port exercised the option to extend the term two years.

To provide uninterrupted printing support services throughout the District to the end of the newly extended contract term, staff recommends the Board authorize Amendment No. 2 to the agreement with Xerox to provide managed print services and document production and publishing.

RECOMMENDATION:

Adopt a Resolution Authorizing Amendment No. 2 To Agreement With Xerox Corporation, Increasing the Maximum Amount Payable Under the Agreement From \$1,800,000 to \$2,150,000.

FISCAL IMPACT:

Current year expenditures are included in the Information Technology Management program expense budget approved for FY 2020.

Funds required for future fiscal years will be budgeted for in the appropriate fiscal year and cost account subject to Board approval upon adoption of each fiscal year's budget.

File #:2020-0099

COMPASS STRATEGIC GOALS:

This agenda item supports the following Strategic Goal(s).

- A Port with an innovative and motivated workforce.
- A financially sustainable Port that drives job creation and regional economic vitality.

DISCUSSION:

On November 4, 2014 the Board awarded an agreement with Xerox Corporation to provide managed print services and document production and publishing for five years with two optional one-year extensions for a total aggregate amount not to exceed \$995,000. On December 5, 2017, the Board approved Amendment No. 1 to increase the maximum amount to \$1,800,000. Then in November 2019 at the contract's original end date, the Port exercised the option to extend the term two years.

Staff recommends an amendment to the agreement to continue to provide the District's current and projected printing needs through the end of the 2020 calendar year. Demand for print services has remained high and has surpassed the estimates in the previous amendment. Printing volume originally estimated at \$7,500, is now at \$10,000 monthly. And additional machines have been added to meet the printing demands of the Port.

For the reasons discussed above, and to continue to provide necessary printing support services throughout the District, staff recommends the Board authorize Amendment No. 2 to the agreement with Xerox to provide managed print services and document production and publishing.

General Counsel's Comments:

The Office of the General Counsel has reviewed and approved this agenda and the proposed resolution, as presented, as to form and legality.

Environmental Review:

The proposed Board action, including without limitation, a resolution approving an amendment to an agreement for managed print services, document production, and publishing to increase the maximum amount payable, does not constitute a "project" under the definition set forth in California Environmental Quality Act (CEQA) Guidelines Section 15378 because it will not have a potential to result in a direct or indirect physical change in the environment and is, therefore, not subject to CEQA. No further action under CEQA is required.

The proposed Board action complies with sections 21, 35, and 81 of the Port Act, which allow the Board to pass resolutions and to do all acts necessary and convenient for the exercise of its powers, and to use District funds for expenses of conducting the District. The Port Act was enacted by the

File #:2020-0099

California Legislature and is consistent with the Public Trust Doctrine. Consequently, the proposed Board action is consistent with the Public Trust Doctrine.

The proposed Board action does not allow for “development,” as defined in Section 30106 of the California Coastal Act, or “new development,” pursuant to Section 1.a. of the District’s Coastal Development Permit Regulations. Therefore, issuance of a Coastal Development Permit or exclusion is not required.

Equal Opportunity Program:

Due to limited known sub opportunities, no SBE goal was established for this agreement.

PREPARED BY:

Tracey Sandberg
Director, Information Technology Operations

Attachment(s):

Attachment A: Amendment No. 2 to Agreement #7143687 with Xerox Corporation to Provide
Managed Print Services and Document Production and Publishing

**XEROX AMENDMENT NO. 2 TO
SAN DIEGO UNIFIED PORT DISTRICT
SERVICES MASTER AGREEMENT
REFERENCE # 7143687**



This Amendment ("Amendment") amends the Services Master Agreement filed in the Office of the District Clerk as Document No. 62553 (as amended by Xerox Amendment No. 1 filed in the Office of the District Clerk as Document No. 67785 the "SMA"), between the San Diego Unified Port District ("Customer") and Xerox Corporation ("Xerox").

The parties agree that the SMA is modified as described below:

1. **Section GEN 1.1(d)(ii) Maximum Expenditure is modified to delete the first sentence and replace it as follows: "...ii. Maximum Expenditure. The maximum expenditure under this Agreement shall not exceed \$2,150,000.00 for Xerox Print Services ("XPS") and Document Production and Publishing ("DPP")."**
2. **The first sentence of section GEN 1.11 is modified as follows: "This Agreement shall commence on the Effective Date and shall continue until November 30, 2021, and continue on a month-to-month basis thereafter until expressly renewed by mutual written agreement or terminated by either party upon ninety (90) days' written notice."**
3. Except as specified in this Amendment, the SMA shall remain as stated. In the event of a conflict between the terms and conditions of the SMA and this Amendment, this Amendment will control.

San Diego Unified Port District

Xerox Corporation

Signature

Name (Please Print)

Title

Date

Signature

Name (Please Print)

Title

Date

Michael Cornell, Finance Director

Michael Cornell, Finance Director

Finance Director

Apr 6, 2020

David Jones

Approved as to Form and Legality

Deputy General Counsel

Apr 6, 2020

DRAFT**RESOLUTION 20xx-xxx**

RESOLUTION AUTHORIZING AMENDMENT NO. 2 TO AGREEMENT WITH XEROX CORPORATION TO PROVIDE MANAGED PRINT SERVICES AND DOCUMENT PRODUCTION AND PUBLISHING, AND AFTER ORIGINALLY CONTEMPLATING AN INCREASE OF \$800,000, INCREASING THE MAXIMUM AMOUNT PAYABLE UNDER THE AGREEMENT BY THE LESSER AMOUNT OF \$350,000 FOR A NEW MAXIMUM AMOUNT PAYABLE UNDER THE AGREEMENT OF \$2,150,000 FOR SERVICES THROUGH NOVEMBER 30, 2021. EXPENDITURES ARE BUDGETED IN THE INFORMATION TECHNOLOGY MANAGEMENT PROGRAM. FUNDS REQUIRED FOR FUTURE YEARS WILL BE BUDGETED IN THE APPROPRIATE FISCAL YEAR SUBJECT TO BOARD APPROVAL UPON ADOPTION OF EACH FISCAL YEAR'S BUDGET.

WHEREAS, the San Diego Unified Port District (District) is a public corporation created by the legislature in 1962 pursuant to Harbors and Navigation Code Appendix 1, (Port Act); and

WHEREAS, the Board of Port Commissioners (BPC) adopted BPC Policy No. 110 to establish a policy governing the processing and administration of public projects, consulting and service agreements, the purchasing of supplies, materials, and equipment, and grants; and

WHEREAS, On November 4, 2014, the Board awarded an agreement with Xerox Corporation to provide managed print services and document production and publishing for five years, with two optional one-year extensions for a total aggregate term of seven years and an amount not to exceed of \$995,000; and

WHEREAS, on December 5, 2017, the Board approved Amendment No. 1 to increase the maximum amount to \$1,800,000; and

WHEREAS, in February 2018, the Port exercised its option to extend the term for two years through November 30, 2021; and

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WHEREAS, after originally contemplating an \$800,000 increase to the current maximum amount payable under the contract, staff recommends an increase of the lesser amount of \$350,000; and

WHEREAS, to provide uninterrupted printing support services throughout the District to the end of the newly extended contract term, staff recommends the Board authorize Amendment No. 2 to the agreement with Xerox to provide managed print services and document production and publishing.

NOW, THEREFORE, BE IT RESOLVED by the Board of Port Commissioners of the San Diego Unified Port District, as follows:

That the Executive Director or her designated representative is hereby authorized to enter into Amendment No. 2 to Agreement with Xerox Corporation, increasing the maximum amount payable under the Agreement From \$1,800,000 to \$2,150,000.

APPROVED AS TO FORM AND LEGALITY:
GENERAL COUNSEL

By: Assistant/Deputy

PASSED AND ADOPTED by the Board of Port Commissioners of the San Diego Unified Port District, this 14th day of April 2020, by the following vote: