

RESOLUTION NO. 21-1 (STADIUM AUTHORITY)

**A RESOLUTION OF THE SANTA CLARA STADIUM AUTHORITY
AMENDING THE CONFLICT OF INTEREST CODE FOR DESIGNATED
POSITIONS AS REQUIRED BY THE POLITICAL REFORM ACT AND
REGULATIONS OF THE FAIR POLITICAL PRACTICES COMMISSION**

BE IT RESOLVED BY THE SANTA CLARA STADIUM AUTHORITY AS FOLLOWS:

WHEREAS, the Political Reform Act of 1974, Government Code Sections 81000 et seq., requires certain public agency officials and employees to file economic disclosure forms ("Form 700") and abstain from making or participating in governmental decisions which have a reasonably foreseeable material effect on an economic interest;

WHEREAS, the Political Reform Act requires the Stadium Authority to adopt a local conflict of interest code that enumerates specific official and employee positions other than those specified in Government Code § 87200 which involve making or participating in making decisions which have a reasonably foreseeable material effect on an economic interest, and to designate for each position the types of investments, business positions, interests in real property and sources of income which are reportable based on the scope of the decision-making authority of the position;

WHEREAS, the Stadium Authority has adopted a Conflict of Interest Code in compliance with the provisions of the Political Reform Act;

WHEREAS, the Stadium Authority's 2018 amendment to the Conflict of Interest Code specifically added the consultant designation to create a duty on the part of the 49ers Stadium Management Company, as the City's consultant in managing the stadium operations, to require its officers to file a Form 700;

WHEREAS, when a consultant is given influence or authority with regard to local agency decisions or serves in a staff capacity, that consultant is generally considered a public official. Such consultants are subject to conflict of interest laws to ensure that their governmental actions do not improperly benefit their financial interests;

WHEREAS, on March 20, 2020 the Stadium Authority received additional advice from the Fair Political Practices Commission (FPPC) and has reviewed and considered suggested changes to the listing of designated positions of Stadium Authority officials including consultants, along with assigned disclosure categories, in the Conflict of Interest Code;

WHEREAS, while not required, the Stadium Authority proposes to amend its Conflict of Interest Code to expressly list those positions within the Management Company that are required to file a Form 700 in accordance with the Political Reform Act;

WHEREAS, consistent with FPPC advice and the Political Reform Act, the determination regarding whether or not a consultant is a public official is made by the designated agency, or delegated employee or department that hires the consultant, in consultation with its legal counsel. A consultant does not have authority to decide whether or not they are a public official; and,

WHEREAS, the Stadium Authority also hereby provides the Executive Director with the authority to add any new positions when required under the Political Reform Act.

NOW THEREFORE, BE IT FURTHER RESOLVED BY THE SANTA CLARA STADIUM AUTHORITY AS FOLLOWS:

1. That the Santa Clara Stadium Authority's Conflict of Interest Code, attached hereto and incorporated herein by reference, is hereby adopted and includes the following:

A. The Political Reform Act, Government Code Sections 81000 et seq., requires state and local government agencies to adopt and promulgate Conflict of Interest Codes. The Fair Political Practices Commission has adopted a regulation, 2 Cal. Code of Regs. Section 18730, which contains the terms of a standard Conflict of Interest Code, which can be incorporated by reference and which may be amended by the Fair Political Practices Commission to conform to amendments in the Political Reform Act after public notice and hearings. Therefore, the terms of 2 Cal. Code of Regs. Section 18730 and any amendments to it duly adopted by the Fair Political Practices Commission are hereby

incorporated by reference and, along with the attached Appendix A in which officials and employees are designated and Appendix B in which disclosure categories are set forth, constitute the Conflict of Interest Code of the Stadium Authority, which is considered the agency within the purview of this code. The Conflict of Interest Code so adopted amends and replaces any Conflict of Interest Code previously in effect to conform to this newly adopted code.

B. Designated officials, employees, and consultants shall file statements of economic interests with the City Clerk, who shall be and perform the duties of filing officer for the City of Santa Clara and its authorities.

2. Effective date. This resolution shall become effective immediately.

I HEREBY CERTIFY THE FOREGOING TO BE A TRUE COPY OF A RESOLUTION PASSED AND ADOPTED BY THE SANTA CLARA STADIUM AUTHORITY, AT A SPECIAL MEETING THEREOF HELD ON THE 9TH DAY OF FEBRUARY, 2021, BY THE FOLLOWING VOTE:

AYES:	BOARD MEMBERS:	Becker, Hardy, Jain, Park, and Watanabe, and Mayor Gillmor
NOES:	BOARD MEMBERS:	None
ABSENT:	BOARD MEMBERS:	None
ABSTAINED:	BOARD MEMBERS:	Chahal

ATTEST: 

 NORA PIMENTEL, MMC
 SECRETARY OF THE STADIUM AUTHORITY
 SANTA CLARA STADIUM AUTHORITY

Attachments incorporated by reference:
1. Santa Clara Stadium Authority Conflict of Interest Code with Appendices A and B

**SANTA CLARA STADIUM AUTHORITY
CONFLICT OF INTEREST CODE**

SECTION 1: CONFLICT OF INTEREST CODE - ADOPTED

The Political Reform Act, Government Code Sections 81000 et seq., requires state and local government agencies to adopt and promulgate Conflict of Interest Codes. The Fair Political Practices Commission has adopted a regulation, 2 Cal. Code of Regs. Section 18730, which contains the terms of a standard Conflict of Interest Code, which can be incorporated by reference and which may be amended by the Fair Political Practices Commission to conform to amendments in the Political Reform Act after public notice and hearings. Therefore, the terms of 2 Cal. Code of Regs. Section 18730 and any amendments to it duly adopted by the Fair Political Practices Commission are hereby incorporated by reference and, along with the attached Appendix A in which officials and employees are designated and Appendix B in which disclosure categories are set forth, constitute the Conflict of Interest Code of the Santa Clara Stadium Authority (Stadium Authority), which is considered the agency within the purview of this code. The Conflict of Interest Code of the Stadium Authority so adopted amends and replaces any Conflict of Interest Code of the Stadium Authority previously in effect to conform to this newly adopted code.

SECTION 2: CONFLICT OF INTEREST CODE - STATEMENTS

Designated employees shall file statements of economic interests with the Santa Clara City Clerk, who shall be and perform the duties of filing officer for the Stadium Authority.

SECTION 3: SAVINGS CLAUSE

Any change provided for in this conflict of interest code shall not affect or excuse any offense or act committed or done or omission or any penalty or forfeiture incurred or accruing under any other conflict of interest code; nor shall it affect any prosecution, suit, or proceeding pending or any judgment rendered in connection with any other conflict of interest code.

Appendix A: On file in City Clerk's Office
Appendix B: Attached

**APPENDIX A
DESIGNATED POSITIONS REQUIRED TO FILE**

Officials Who Manage Public Investments

Pursuant to Government Code section 87200, officials who manage public investments as defined by 2 California Code of Regulations § 18701(b) are also subject to the disclosure requirements of the Political Reform Act and are required to file full Statements of Economic Interests. It has been determined that the positions listed below manage public investments and will file a statement of economic interests pursuant to Government Code Section 87200. These positions are listed for informational purposes only:

- Board Members
- Executive Director
- Stadium Authority General Counsel
- Stadium Authority Finance Director, Treasurer and Auditor

An individual holding one of the above-listed positions may contact the Fair Political Practices Commission for assistance or written advice regarding their filing obligations if they believe their position has been categorized incorrectly. The Fair Political Practices Commission makes the final determination whether a position is covered by Government Code Section 87200.

Designated Positions	Disclosure Categories
Senior Management Analyst	1
Consultant/New Positions*	1, 5

*Consultants/New Positions are included in the list of designated positions and shall disclose pursuant to the broadest disclosure category in the code, subject to the following limitation: the Executive Director may determine in writing that a particular consultant or new position, although a "designated person," is hired to perform a range of duties that are limited in scope and thus is not required to comply with the disclosure requirements described in this section. Such determination shall include a description of the consultant's or new position's duties, and based upon that description, a statement of the extent of disclosure requirements. The Executive Director's determination is a public record and shall be retained for public inspection in the same manner and location as this conflict of interest code. (Gov. Code Sec. 81008.)

In addition, Consultants include all natural persons who are independent contractor consultants or such members, officers or employees of companies who by contract with the Stadium Authority make decisions on behalf of the Stadium Authority that may foreseeably have a material effect on any of their financial interests as further specified in 2 Cal. Code Regs. Sec.

18700.3. Consultant specifically includes, but is not limited to, such members, officers or employees of the Forty Niners Stadium Management Company, LLC who pursuant to a contract with the Santa Clara Stadium Authority have made or continue to make decisions on behalf of the Stadium Authority which may foreseeably have a material effect on any of their financial interests. This designation includes the following officers or employees of Forty Niners Stadium Management Company, LLC:

Consultant	Position	Categories
Forty Niners Stadium Management Company, LLC	President	1, 5
Forty Niners Stadium Management Company, LLC	Executive Vice President and General Manager	1, 5
Forty Niners Stadium Management Company, LLC	Chief Financial Officer	1, 5
Forty Niners Stadium Management Company, LLC	Chief Revenue Officer	1, 5
Forty Niners Stadium Management Company, LLC	General Counsel	1, 5
Forty Niners Stadium Management Company, LLC	Any other individual officer or employee who is determined by the Executive Director as satisfying the definition of consultant in 2 Cal. Code of Regs. Section 18700.3	1, 5

APPENDIX B

MASTER LIST OF DISCLOSURE CATEGORIES

Category 1 - All designated positions in this category shall disclose all sources of income, including receipt of gifts, loans, and travel payments, investments, interests in real property within the jurisdiction of the Stadium Authority, and business entities in which he or she has an investment or is a director, officer, partner, trustee, employee or holds any position of management.

Category 2 - All designated positions in this category shall disclose all sources of income, including receipt of gifts, loans, and travel payments, investments, and business entities in which he or she has an investment or is a director, officer, partner, trustee, employee or holds any position of management.

Category 3 - All designated positions in this category shall disclose all interests in real property within the jurisdiction of the Stadium Authority.

Category 4 - All designated positions in this category shall disclose all sources of income, including receipt of gifts, loans, and travel payments, investments, and business entities in which he or she has an investment or is a director, officer, partner, trustee, employee or holds any position of management if the business entity or source of income is of the type which provides services, equipment, lease space, materials or supplies to the Stadium Authority.

Category 5 - All designated positions in this category shall disclose all investments and business positions in business entities, and income, including receipt of gifts, loans, and travel payments, from, sources that filed a claim with or against the Stadium Authority during the previous two years, or have a claim pending with or against the Stadium Authority.