

FILE NUMBER: 2025-254

DATE: Tuesday, December 9, 2025

SUBJECT: Resolution Approving Amendments to the Employment Agreements for Board Appointees.

DESCRIPTION: Resolution Approving Amendments to the Employment Agreements for the Executive Director (President/CEO), Port Auditor, and General Counsel.

EXECUTIVE SUMMARY:

The Executive Director (President/CEO), Port Auditor, and General Counsel positions report directly to the Board of Port Commissioners (Board). The terms and conditions of employment are established in their respective Employment Agreements. The proposed Amendments to the Employment Agreements for the Executive Director (President/CEO), Port Auditor, and General Counsel are being submitted for the Board's consideration and approval.

RECOMMENDATION:

Adopt a Resolution Approving Amendments to the Employment Agreements for the Executive Director (President/CEO), Port Auditor, and General Counsel.

FISCAL IMPACT:

This item results in an unbudgeted fiscal impact of \$45,000; however, this amount will be fully offset by year-to-date vacancy savings in the FY 2026 Personnel Expense Budget.

COMPASS STRATEGIC GOALS:

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

- A Port that the public understands and trusts.
- A Port with an innovative and motivated workforce.

DISCUSSION:

The Proposed Amendments would change the salary for the Executive Director (President/CEO) (Attachment A), Port Auditor (Attachment B), General Counsel (Attachment C).

General Counsel's Comments:

The Office of the General Counsel has reviewed the agenda sheet and attachments, as presented to it, and approves the same as to form and legality.

Environmental Review:

The proposed Board action, including without limitation a resolution approving amendments to the employment agreements for Board Appointees, including the Executive Director (President/CEO), Port Auditor, and General Counsel, does not constitute a project under the definition set forth in California Environmental Quality Act (CEQA) Guidelines Section 15378 because there is not a potential to result in a direct or indirect physical change in the environment. Therefore, the proposed Board action is not subject to CEQA and no further action under CEQA is required.

The proposed Board action complies with Sections 21 and 35 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. The Port Act was enacted by the 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 an exclusion finding is not required.

Diversity, Equity, and Inclusion Program:

Not applicable.

PREPARED BY:

Lisa Sorce
Director of Human Resources

Attachment(s):

- Attachment A: First Amendment to the Employment Agreement between the San Diego Unified Port District and Scott Chadwick.
- Attachment B: Fifth Amendment to the Employment Agreement between the San Diego Unified Port District and Mark Yeilding.
- Attachment C: Twelfth Amendment to the Employment Agreement between the San Diego Unified Port District and Thomas A. Russell.