

RESOLUTION 2013-131

**RESOLUTION CONSENTING TO SUBLEASE
BETWEEN SEAPORT VILLAGE OPERATING
COMPANY, LLC DBA THE HEADQUARTERS
(FORMERLY THE OLD POLICE HEADQUARTERS)
WITH GEPPETTO'S INC. DBA GEPPETTO'S A
CHILD FANTASY**

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 I (Port Act); and

WHEREAS, section 87(b) of the Port Act grants authority to the District to lease the tidelands or submerged lands, or parts thereof, for limited periods, not exceeding 66 years, for purposes consistent with the trusts upon which those lands are held, by the State of California; and

WHEREAS, pursuant to Ordinance No. 2331 adopted by the Board of Port Commissioners (BPC) on January 11, 2005 the District entered to an Option to Lease Agreement with Seaport Village Operating Company, LLC a Delaware limited liability company (SPV), on file in the Office of the District Clerk as Document No. 48201; and

WHEREAS, pursuant to Ordinance No. 2663 adopted by the BPC on January 10, 2012 the District entered into a Lease Agreement with SPV covering 273,887 square feet of tidelands located on West Harbor Drive at the foot of Pacific Highway, in the City of San Diego, California, the Old Police Headquarters (OPH), for an entertainment oriented specialty retail development (Project), on file in the Office of the District Clerk as Document No. 58599 (Master Lease); and

WHEREAS, SPV requests District consent to the sublease for the following subtenant for the Project:

- **Geppetto's Inc. dba Geppetto's A Child Fantasy:** 5-year sublease with one 5-year option to extend with Geppetto's Inc. dba Geppetto's A Child Fantasy (Geppetto's), a toy store that will sell high quality children's toys and books; and

WHEREAS, the proposed sublease is consistent with the terms of the Master Lease and the District's real estate practices; and

WHEREAS, BPC approval is required because the total term of the proposed sublease would exceed five (5) years; and

WHEREAS, the sublease is subordinate to the terms of the Master Lease between the District and SPV, including any revisions, modifications, and/or renewals, etc.

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

That the San Diego Unified Port District hereby consents to the sublease between Seaport Village Operating Company, LLC, a Delaware limited liability company and Geppetto's Inc. dba Geppetto's A Child Fantasy for approximately 1,280 square feet of its leased premises located at 789 West Harbor Drive (Suite B-7) in the City of San Diego for a 5-year term with one 5-year option to extend subject to the terms and conditions of the Master Lease.

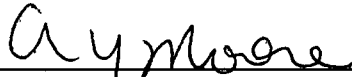
APPROVED AS TO FORM AND LEGALITY:



PORT ATTORNEY

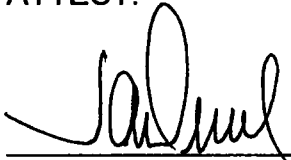
PASSED AND ADOPTED by the Board of Port Commissioners of the San Diego Unified Port District, this 13th day of August, 2013, by the following vote:

AYES: Castellanos, Merrifield, Moore, Nelson, Smith, Valderrama
NAYS: None.
EXCUSED: Malcolm.
ABSENT: None.
ABSTAIN: None.



Ann Y. Moore, Chair
Board of Port Commissioners

ATTEST:



Timothy A. Deuel
District Clerk

(Seal)