

**RESOLUTION 2013-167**

**RESOLUTION CONSENTING TO SUBLEASE FROM SEAPORT VILLAGE OPERATING COMPANY, LLC DBA THE HEADQUARTERS (FORMERLY THE OLD POLICE HEADQUARTERS) LOCATED ON WEST HARBOR DRIVE AT THE FOOT OF PACIFIC HIGHWAY, WITH THE SUBTENANT WARM WATER GALLERIES, INC. DBA AARON CHANG OCEAN ART GALLERY FOR 5 YEARS WITH ONE 3-YEAR OPTION TO EXTEND**

**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 is currently in the process of securing long term subtenants for the Project; and

**WHEREAS**, BPC Policy No. 355 requires all subleases for terms more than five (5) years in duration be presented to the BPC for consent; and

**WHEREAS**, SPV is now requesting District consent for the following subtenant for the Project: Warm Water Galleries, Inc. dba Aaron Chang Ocean

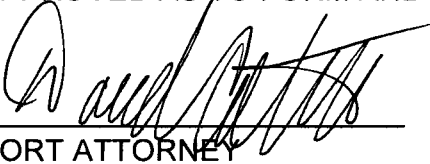
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Art Gallery, an upscale art gallery and retail store for a 5-year term with one 3-year option.

**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 Warm Water Galleries, Inc. dba Aaron Chang Ocean Art Gallery, an upscale art gallery and retail store for approximately 1,493 square feet of its leased premises (Suite E-5) located at 789 West Harbor Drive in the City of San Diego for a 5-year term with one 3-year option to extend subject to the terms and conditions of the Master Lease.

APPROVED AS TO FORM AND LEGALITY:



PORT ATTORNEY

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PASSED AND ADOPTED by the Board of Port Commissioners of the San Diego Unified Port District, this 8th day of October, 2013, by the following vote:

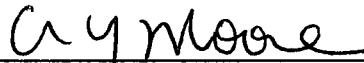
AYES: Castellanos, Malcolm, Merrifield, Nelson, Smith, Valderrama

NAYS: None.

EXCUSED: Moore

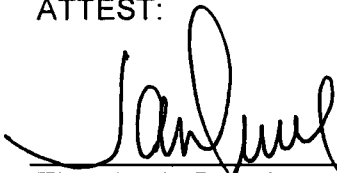
ABSENT: None.

ABSTAIN: None.



Ann Y. Moore, Chair  
Board of Port Commissioners

ATTEST:



Timothy A. Deuel  
District Clerk



(Seal)