

**RESOLUTION 2013-173**

**A RESOLUTION AUTHORIZING THE USE AND DISTRIBUTION OF A DEEMED FINAL PRELIMINARY OFFICIAL STATEMENT AND THE EXECUTION AND DELIVERY OF A FINAL OFFICIAL STATEMENT AND THE TAKING OF CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH**

**WHEREAS**, the San Diego Unified Port District (the "District") is a public entity duly organized and existing as a port district pursuant to Appendix 1 of the Harbors and Navigation Code of the State of California (the "Port District Act") for the acquisition, construction, maintenance, operation, development and regulation of harbor works and improvements, including rail and water facilities, for the development, operation, maintenance, control, regulation and management of the harbor of San Diego upon the tidelands and lands lying under the inland navigable waters of San Diego Bay, and for the promotion of commerce, navigation, fisheries and recreation thereon; and

**WHEREAS**, on September 10, 2013, pursuant Ordinance 2737, the Board of Port Commissioners of the San Diego Unified Port District (the "Board of Port Commissioners") authorized the issuance of not to exceed \$80,000,000 aggregate principal amount of San Diego Unified Port District refunding revenue bonds, and not to exceed \$10,000,000 aggregate principal amount of San Diego Unified Port District revenue bonds, the execution and delivery of supplemental indentures, escrow agreements, bond purchase agreements, official statements and continuing disclosure agreements, and the taking of certain other actions in connection therewith; and

**WHEREAS**, the authorization and approval of such official statements provided that if there has been a material change in the information relating to the District from the information relating to the District set forth in the Official Statement in preliminary form previously provided to the Board of Port Commissioners, there shall be forwarded to the Board of Port Commissioners a proposed form of Preliminary Official Statement for approval prior to its distribution, such approval of the Preliminary Official Statement by the Board of Port Commissioners to be evidenced by adoption of a resolution authorizing the distribution of the Deemed Final Preliminary Official Statement; and

**WHEREAS**, there has been prepared and presented to the Board of Port Commissioners a proposed form of Preliminary Official Statement.

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

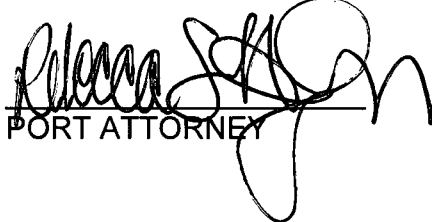
Section 1. Findings. The Board of Port Commissioners hereby finds and determines that the foregoing recitals and findings are true and correct.

Section 2. Approval of Official Statement. The proposed form of Preliminary Official Statement presented to this meeting is hereby approved. An Official Statement in preliminary form may be deemed final by the President or Chief Financial Officer for purposes of compliance with Rule 15(c)2-12 and the distribution of an Official Statement in printed and/or electronic format in such preliminary form as is deemed final (hereinafter referred to as the "Deemed Final Preliminary Official Statement") by the President or Chief Financial Officer is hereby authorized.

The President or Chief Financial Officer is hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver to the Underwriters one or more final Official Statements, in substantially said form, with such changes therein as the officer executing the same, with the advice of the Port Attorney, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. The Underwriters are hereby authorized to distribute copies of said Official Statements in printed and/or electronic format, as finally executed, to persons who may be interested in the purchase of the Bonds and are directed to deliver such copies to all actual purchasers of the Bonds.

Section 3. Effective Date. This Resolution shall take effect on its passage and any provisions of any previous ordinance or resolution in conflict with the provisions herein are hereby superseded to the extent of such conflict.

APPROVED AS TO FORM AND LEGALITY:

  
PORT ATTORNEY

2013-173

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

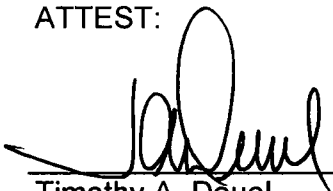
ABSENT: None.

ABSTAIN: None.



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Ann Y. Moore, Chair  
Board of Port Commissioners

ATTEST:



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Timothy A. Deuel  
District Clerk

(Seal)