

RESOLUTION 2013-70

**RESOLUTION CONSENTING TO SUBLEASE
BETWEEN SEAPORT VILLAGE OPERATING
COMPANY, LLC DBA THE HEADQUARTERS
(FORMERLY THE OLD POLICE HEADQUARTERS)
AND N AND D RESTAURANTS, INC. DBA SEASONS
52 FOR 10 YEARS WITH TWO 5-YEAR OPTIONS TO
EXTEND AND AUTHORIZING THE EXECUTION OF
SUBORDINATION, NON-DISTURBANCE AND
ATTORNMMENT AGREEMENT BETWEEN THE SAN
DIEGO UNIFIED PORT DISTRICT AND N AND D
RESTAURANTS, INC. DBA SEASONS 52**

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, 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:

- **Seasons 52:** 10-year sublease with two 5-year options to extend with N and D Restaurants, Inc. dba Seasons 52 (Seasons 52), a fresh grill and wine bar that will serve lunch and dinner; 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, Seasons 52 is also requesting the District enter into a Subordination, Non-Disturbance and Attornment (SNDA) Agreement; 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:

1. That the San Diego Unified Port District hereby consents to the sublease between Seaport Village Operating Company, LLC, a Delaware limited liability company and N and D Restaurants, Inc. dba Seasons 52 for approximately 10,031 square feet of its leased premises located at 789 West Harbor Drive (Suite C-2) in the City of San Diego for a 10-year term with two 5-year options to extend subject to the terms and conditions of the Master Lease.

2. That the Executive Director or his designated representative is hereby authorized and directed on behalf of the San Diego Unified Port District to enter into the Subordination, Non-Disturbance, and Attornment Agreement with N and D Restaurants, Inc. dba Seasons 52.

2013-70

PASSED AND ADOPTED by the Board of Port Commissioners of the San Diego Unified Port District, this 7th day of May, 2013, by the following vote:

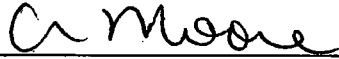
AYES: Castellanos, Malcolm, Merrifield, Moore, Nelson, Smith, Valderrama

NAYS: None.

EXCUSED: None.

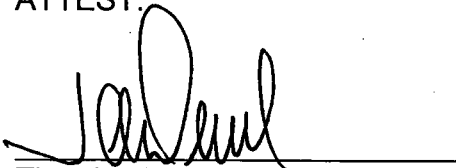
ABSENT: None.

ABSTAIN: None.



Ann Y. Moore, Chair
Board of Port Commissioners

ATTEST:



Timothy A. Deuel
District Clerk

(Seal)