

## **RESOLUTION 2019-079**

### **RESOLUTION      CONSENTING      TO      THE APPOINTMENT OF THE GENERAL COUNSEL OF THE DISTRICT, OR HIS DESIGNEES, TO SERVE AS CO-COUNSEL TO THE CHULA VISTA BAYFRONT FACILITIES FINANCING AUTHORITY WITH THE CITY ATTORNEY OF THE CITY OF CHULA VISTA, OR HIS DESIGNEES**

**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 21 of the Port Act allows the Board of Port Commissioners (BPC) to pass all necessary resolutions for the regulation of the District, and Section 35 of the Port Act allows the BPC to act as is necessary and convenient for the exercise of its powers; and

**WHEREAS**, on May 6, 2014, the BPC authorized the District to enter into the Joint Exercise of Powers Agreement (Original JEPA Agreement) that created the Chula Vista Bayfront Facilities Financing Authority (JEPA); and

**WHEREAS**, the District and the City of Chula Vista (City) are the sole members of the JEPA; and

**WHEREAS**, the JEPA was formed to undertake the financing and/or refinancing of certain public components of the resort hotel and convention center project (RHCC) that is proposed to be constructed by RIDA Chula Vista, LLC (RIDA) on the Chula Vista Bayfront (CVB); and

**WHEREAS**, although the Original JEPA Agreement was entered into by the District and the City in 2014, the details of the RHCC and related public improvements (Phase 1A Improvements and together with the RHCC, the Chula Vista Project) have evolved through further due diligence efforts by the District, City and RIDA; and

**WHEREAS**, while the District and the City have entered into various agreements regarding the proposed economics of the Chula Vista Project since that time, the Board of the JEPA has not been seated and the Original JEPA Agreement has not been revised to reflect these changes and how such changes will affect the financing of the convention center component of the RHCC and the Phase 1A Improvements (collectively, the Public Contribution); and

**WHEREAS**, as the design and implementation of the Chula Vista Project have evolved, the District and the City have further refined each entity's anticipated revenue sources and such changes have been memorialized in the Amended and Restated Chula Vista Bayfront Master Plan Financing Agreement dated June 20, 2017 (A&R Financing Agreement) and the Disposition and Development Agreement entered into between RIDA, the District, and the City dated as of May 7, 2018 (DDA); and

**WHEREAS**, staff has requested that the BPC authorize the District to enter into an Amended and Restated Joint Exercise of Powers Agreement (Amended and Restated JEPA Agreement) whereby the Original JEPA Agreement will be revised to reflect developments with respect to the Chula Vista Project that are relevant to the exercise of powers by the JEPA; and

**WHEREAS**, the role of the JEPA Board is to administer the JEPA; and

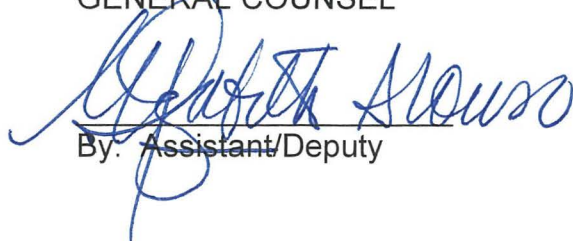
**WHEREAS**, the JEPA Board has the power to appoint such other officers as it may deem necessary and to retain such advisors, consultants and experts, including accountants, as the Board of the JEPA shall deem necessary or desirable; and

**WHEREAS**, the Amended and Restated JEPA Agreement contemplates that the General Counsel of the District and the City Attorney of the City shall serve as co-counsel to the JEPA; and

**WHEREAS**, the General Counsel of the District cannot serve as co-counsel to the JEPA unless the BPC consents to his appointment to serve as co-counsel to the JEPA.

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Port Commissioners (BPC) of the San Diego Unified Port District hereby consents to the appointment of the General Counsel of the District, or his designees, to serve as co-counsel to the Chula Vista Bayfront Facilities Financing Authority with the City Attorney of the City of Chula Vista, or his designees.

APPROVED AS TO FORM AND LEGALITY:  
GENERAL COUNSEL

  
By: Assistant/Deputy

PASSED AND ADOPTED by the Board of Port Commissioners of the San Diego Unified Port District, this 18<sup>th</sup> day of June 2019, by the following vote:

AYES: Bonelli, Castellanos, Malcolm, Merrifield, Moore, Valderrama, and Zucchet

NAYS: None.

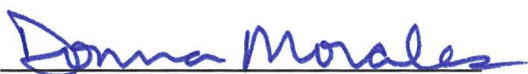
EXCUSED: None.

ABSENT: None.

ABSTAIN: None.

  
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Garry J. Bonelli, Chairman  
Board of Port Commissioners

ATTEST:

  
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Donna Morales  
District Clerk

(Seal)