

**NOTICE OF PUBLIC HEARING PURSUANT TO SECTION 147(f) OF THE  
INTERNAL REVENUE CODE OF 1986, AS AMENDED  
THE HARBOR DEPARTMENT OF THE CITY OF LOS ANGELES FOR THE  
FINANCING OR REFINANCING OF CERTAIN PROJECTS PURSUANT TO A PLAN  
OF FINANCING WITH PROCEEDS FROM THE SALE OF TAX-EXEMPT  
OBLIGATIONS**

Please take notice that the Harbor Department of the City of Los Angeles (the "Department") will hold a public hearing at or as soon thereafter as possible, on Thursday, May 19, 2011 at 8:00 A.M., at the Los Angeles Harbor Department Administration Building, 425 South Palos Verdes Street, San Pedro, California 90731, at which time any person may be heard regarding various seaport and dock and wharf capital facilities projects (collectively, the "Projects") located within the Port of Los Angeles (which is located and bounded as described below) proposed to be financed or refinanced from time to time by the Department pursuant to a plan of financing with proceeds derived from the sale of tax-exempt obligations. Written statements not presented at the hearing should be received by the Department at the above address on or before 5:00 p.m. on Wednesday, May 18, 2011.

Tax-exempt obligations in an aggregate principal amount not to exceed \$100,000,000 will be issued by the Department to finance various seaport and dock and wharf capital improvements (including real property and items of equipment), including Projects related to the design, development, construction, renovation, acquisition (including land acquisition), replacement, modification, removal, demolition, equipment and related and similar activities. The Projects include, among other things: (i) development of a portion of the West Basin facilities at the Port of Los Angeles, including Berths 100 – 102 China Shipping Container Terminal and Berths 136 – 147 TraPac Container Terminal. Projects related to these facilities include but are not limited to railroad construction, alignment and extensions, dredging, landfill and similar and related activities, improvements and facilities including site development, wharfs, alternative maritime power (AMP), entrance facilities and buildings, infrastructure, and backlands; (ii) widening of Harry Bridges Boulevard from Figueroa Street to Broad Avenue; (iii) construction of the Downtown Harbor, City Dock One Marine Institute, Avalon Triangle Park, and Wilmington Waterfront; (iv) construction of liquid bulk wharfs to comply with Marine Oil Terminal Engineering and Maintenance Standards (MOTEMS); (v) site characterization and remediation at Berths 171 – 175 backlands; (vi) construction of a new rail switching yard at Berth 200 including yard site development and tracks, yard office building and diesel engine service facility, roadway, storage tracks and West Basin mainline track improvements; (vii) construction of a 51,000 square foot Port Police building and parking structure; (viii) deepening of the Main Channel, West Basin, East Channel, East Basin, and Cerritos Channel to -53 feet, creation of a five acre fill at Berth 135, placement of contaminated dredged material associated with the Channel Deepening Project at Berths 243 – 245 to create a Confined Disposal Facility, and a shallow water habitat in the vicinity of Cabrillo Beach; (ix) demolition and clean up of above-ground structures (storage tanks, buildings, walls, piping, slabs, etc.) at the former Westway Terminal complex at Berths 70 – 72; (x) construction of the Harry Bridges Boulevard Buffer, a buffer between the residential community to the north from the industrial port facilities to the south; (xi) installation of fiber optic cables/systems to ensure that port-wide command and control can be maintained between all designated POLA facilities; (xii) infrastructure improvements related to development of the second phase of the Cabrillo

Marina, including bank improvements, public promenade(s), realignment and improvements to Miner Street; (xiii) expansion of Berths 302 – 308 APL container terminal, including a new wharf and 40 acres of new backland; (xiv) transportation improvements including the South Wilmington Grade Separation, 110/47 Ramp Improvement, and the 110/C Street Ramp Improvements; and (xv) other seaport and dock and wharf facilities or facilities functionally related and subordinate thereto all located within the geographic boundaries of the Port of Los Angeles.

In addition, tax-exempt obligations in an aggregate principal amount not to exceed \$70,000,000 will be issued by the Department to refinance certain outstanding bonds of the Department and the costs of various seaport and dock and wharf capital improvements and Projects financed therewith (including real property and items of equipment), including Projects related to the design, development, construction, renovation, acquisition (including land acquisition), replacement, modification, removal, demolition, equipment and related and similar activities. The refinanced Projects include, among other things: (i) development of a portion of the Terminal Island facilities at the Port of Los Angeles, including Pier 300, Pier 400, container terminal facility, Terminal Way Extension, Pilot Station, Badger Avenue Bridge, relocation of the petroleum coke facility, environmental mitigation projects (including the Batiquitos lagoon and Bolsa Chica) railroad alignment and extensions, dredging, landfill and similar and related activities, improvements and facilities (including related rail materials procurement, site development, berths, entrance facilities, infrastructure, backlands and equipment acquisition and installation related thereto); (ii) street improvements and related facilities and similar improvements and activities at Alameda Street from “B” Street to McFarland Street; (iii) demolition of buildings at 110, 112, 214 and 218 North Avalon Boulevard; (iv) removal of the “Knoll Hill” properties, realignment and improvement of Front Street and Harbor Boulevard, West Basin intermodal railyard, widening of the navigational entrance to the West Basin at Berth 100, container terminal entrance improvement(s), strengthening and/or installation of new crane rails, grade separation(s) and related roadway and rail improvements, and container terminal backland improvements and modifications to existing buildings, all within the West Basin area of the Port of Los Angeles; (v) site characterization, remediation and similar activities at 800 Sutherland Avenue, 131 North Marina Avenue, 217 North Lagoon Avenue and the area between Martin Luther King Boulevard and 41<sup>st</sup> Street; (vi) reconstruction and similar improvements to the Anaheim Street Viaduct, east of Henry Ford Avenue (owned by the City of Los Angeles); (vii) rail improvements and similar activities to the Thenard Tower to the Badger Avenue Bridge; (viii) waterfront and office development and similar facilities and improvements and activities to the intersection of Avalon Street and Water Street; (ix) construction, reconstruction, renovation and equipment acquisition to the Port Plaza located at 100 West Fifth Street; (x) realignment and similar improvements and activities to “B” Street from Figueroa Street to Avalon Boulevard; (xi) interchange construction, modification and improvement and similar facilities and improvements to the intersection of Seaside Avenue and Navy Way; (xii) acquisition and construction of storage facilities and similar facilities, improvements and activities to Alameda Street; (xiii) grade separations at New Dock Street and Henry Ford Avenue on Terminal Island; (xiv) rail improvements from Lomita Boulevard to the Badger Avenue Bridge; (xv) grade separation at Pacific Coast Highway west of the Terminal Island Freeway (owned by the State of California); (xvi) infrastructure improvements related to development of the second phase of the Cabrillo Marina, including bank improvements, public promenade(s), realignment and improvements to Miner Street, development of the northern extension of Via

Cabrillo Marina from 22<sup>nd</sup> Street to Harbor Boulevard; (xvii) improvements to the wharf structure at Berths 227 – 236 on Terminal Island, miscellaneous terminal backland improvements including installation of refrigerated container power receptacles; (xviii) land acquisition relating to all of the refinanced Projects described in clauses (i) through (xvii) above; (xix) capital improvements to the facilities that comprise the Port so that the Port may function as a commercial dock and wharf facility and transportation hub which includes rail, road and marine functions; (xx) equipment related to the operation of the Port as a commercial dock and wharf facility and transportation hub (including but not limited to cranes and other heavy equipment); (xxi) acquisition and improvement of land, including dredging of Port waterways, certain environmental mitigation projects and the creation of landfills with dredged materials; (xxii) relocation and installation of utilities (including but not limited to lighting, fire prevention, electrical, water, storm drain and sewer systems); (xxiii) installation, construction and rehabilitation of storage facilities (including but not limited to refrigerated storage facilities); (xxiv) demolition of existing facilities; (xxv) renovation of existing and construction of new paved areas; (xxvi) boats (including but not limited to fireboats); and (xxvii) preliminary costs incurred in connection with the construction, rehabilitation or acquisition of the aforementioned, such as architectural, engineering, surveying, soil testing, environmental and similar costs and related working capital expenditures.

Additional specifics of the refinanced Projects described in clauses (xix) through (xxvii) in the previous paragraph include, but are not limited to: (i) improvements to the area of Pier 400, including but not limited to development of a portion of Terminal Island facilities, container wharfs, Intermodal Rail Yard, backland container terminal development, transportation corridors, land improvements, buildings, highways, overpasses, utility and pedestrian bridges, site development, berths, entrance facilities, and backland improvements; (ii) improvements to the area of Pier 300, including but not limited to entrance improvements(s), container wharfs, backland ground improvements, new rail and modifications to existing Intermodal Rail Yard, site characterization, site remediation and monitoring and construction of new and modification of existing buildings; (iii) improvements to the area of the West Basin area (i.e. Berths 100 to 200), including but not limited to container and omniterminal development, related rail site development, wharfs, storm drain extensions, entrance facilities, infrastructure, backland improvements, grade separations and related roadways, bridges, improvements to Intermodal Rail Yard, site characterization and remediation, material removal, and construction of new and modification of existing buildings; (iv) improvements to the East Basin area (i.e. Berths 206 to 240), including but not limited to container and recycled material terminal developments, rail and site developments, wharfs, entrance facilities, infrastructure, backland improvements, grade separations, roadways, bridges, site characterization and remediation, material removal and construction of new and modification of existing buildings; (v) miscellaneous projects for Banning's Landing, Cruise Terminal, Catalina Terminal, Badger Avenue Bridge, Waterfront Rail and Red Car Line, Harbor Beautification, Marine Ways, Pilot Station, Crescent Avenue and the Liberty Hill area, including but not limited to (with respect to each such miscellaneous project) improvements to container wharf structures, refrigerated container power receptacles, grade separations, roadways, bridges, rail and backland improvements, site characterization and remediation, material removal, and construction of new and modification of existing buildings; (vi) monitoring and mitigation activities associated with the aforementioned projects; (vii) infrastructure improvements related to the development of the second phase of the Cabrillo Marina, including but not limited to bank improvements, public promenades, the realignment of

and improvements to Miner Street, and the development of the northern extension of Via Cabrillo Marina Street from 22<sup>nd</sup> Street to Harbor Boulevard; (viii) rail, highway and roadway improvements, including the relocation, extension and widening thereof, for internal transportation and circulation of cargo and other vehicles within the Port; and (ix) environmental mitigation projects within the Port of Los Angeles.

The Port of Los Angeles is located (and all of the above capital improvements will be made) approximately 20 miles south of the downtown of the City of Los Angeles and the Port's facilities lie within the shelter of a 9 mile man-made breakwater. The Port covers approximately 7,500 acres of land and water and has 28 miles of water front, 27 cargo terminals, including 8 container terminals, and approximately 195 acres of shed, warehouse and platform space and is generally bounded by Harry Bridges Boulevard to the north, Alameda Street to the east, the Harbor Freeway (I-110) to the northwest and Harbor Boulevard to the west, and is generally bounded to the south by the Pacific Ocean.

In financing or refinancing the above purposes, the proceeds of the tax-exempt obligations may be used toward the financing or refinancing of construction, renovation, remodeling, land, building and equipment acquisition and related costs, including working capital expenditures (within tax law's limitations). The initial and current owner of all Projects to be financed or refinanced with proceeds of the tax-exempt obligations at the above-listed addresses is the Department.

The Department will consider the information obtained at the public hearing and the Department will take appropriate action that it may deem warranted, including submission of a transcript of the hearing to the Mayor of the City of Los Angeles, California, who must approve or disapprove the issuance of the tax-exempt obligations.

DATED this 4<sup>th</sup> day of May, 2011

**HARBOR DEPARTMENT OF THE CITY OF LOS ANGELES**  
425 South Palos Verdes Street  
San Pedro, California 90731