

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

Please take notice that the Harbor Department of the City of Los Angeles (the “Department”) will hold a public hearing at 10:00 a.m., or as soon thereafter as the meeting agenda permits, on Wednesday, July 10, 2019, 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 located within the Port of Los Angeles (the “Port”) proposed to be refinanced from time to time by the Department pursuant to a plan of finance with proceeds derived from the sale of tax-exempt bonds. Written statements not presented at the hearing should be received by the Department at the above address on or before 10:00 a.m. on Wednesday, July 10, 2019.

The public hearing is intended to comply with the public approval requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”).

The Department proposes to issue Refunding Revenue Bonds in an aggregate principal amount not to exceed \$217,000,000, as Refunding Revenue Bonds, 2019 Series A (AMT) (the “Series 2019A Bonds”), Refunding Revenue Bonds, 2019 Series B (Non-AMT) (the “Series 2019B Bonds”), Refunding Revenue Bonds, 2019 Series C-1 (AMT) (the “Series 2019C-1 Bonds”) and Refunding Revenue Bonds, 2019 Series C-2 (Non-AMT) (the “Series 2019C-2 Bonds” and together with the Series 2019A Bonds, the Series 2019B Bonds and the Series 2019C-1 Bonds, the “Bonds”).

The proceeds of the Series 2019A Bonds and the Series 2019C-1 Bonds will be used to refinance all or a portion of the \$230,160,000 original aggregate principal amount of Harbor Department of the City of Los Angeles Refunding Revenue Bonds, 2009 Series C, the proceeds of which were used to pay the purchase price of a portion of the \$43,730,000 original aggregate principal amount of Harbor Department of the City of Los Angeles Refunding Revenue Bonds, 2005 Series C-1 (AMT) (the “Series 2005C-1 Bonds”), a portion of the \$200,710,000 original aggregate principal amount of Harbor Department of the City of Los Angeles Refunding Revenue Bonds, 2006 Series A (AMT) (the “Series 2006A Bonds”), a portion of the \$209,815,000 original aggregate principal amount of Harbor Department of the City of Los Angeles Refunding Revenue Bonds, 2006 Series B (AMT) (the “Series 2006B Bonds”) and a portion of the \$111,300,000 Harbor Department of the City of Los Angeles Revenue Bonds, 2006 Series D (AMT) (the “Series 2006D Bonds”).

The proceeds of the Series 2005C-1 Bonds were used to provide funds to reimburse certain investment banks for funds advanced by them for the purchase of a portion of the \$300,000,000 original aggregate principal amount of Revenue Bonds, Issue of 1996 (AMT) (the “Series 1996A Bonds”) and a portion of the \$320,000,000 original aggregate principal amount of Revenue Bonds, Issue of 1996, Series B (AMT) (the “Series 1996B Bonds”) tendered by holders in response to an open market purchase solicitation and constituting a current refunding for tax purposes.

The proceeds of the Series 2006A Bonds were used to current refund a portion of the Series 1996A Bonds.

The proceeds of the Series 2006B Bonds were used to current refund a portion of the Series 1996B Bonds.

The proceeds of the Series 2006D Bonds were used to finance the costs of (i) 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, (ii) 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), (iii) the acquisition and improvement of land, including dredging of Port waterways, certain environmental mitigation projects and the creation of landfills with dredged materials, (iv) the relocation and installation of utilities (including but not limited to lighting, fire prevention, electrical, water, storm drain and sewer systems), (v) the installation, construction and rehabilitation of storage facilities (including but not limited to refrigerated storage facilities), (vi) demolition of existing facilities, (vii) renovation of existing and construction of new paved areas, (viii) boats (including but not limited to fireboats), and (ix) 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 (collectively, the “Series 2006D Projects”).

The proceeds of the Series 1996A Bonds and the Series 1996B Bonds were used to finance the costs of (i) development of a portion of the Terminal Island facilities at the Port of Los Angeles, including Pier 300, Pier 400, dry bulk terminal, 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 41st 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 22nd 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; and (xviii) land acquisition relating to all of the foregoing described in clauses (i) through (xvii) above (collectively, the “Series 1996Projects”).

The proceeds of the Series 2019B Bonds and the Series 2019C-2 Bonds will be used to refinance all or a portion of the \$100,000,000 original aggregate principal amount of Harbor Department of the City of Los Angeles Revenue Bonds, 2009 Series A (the “Series 2009A Bonds”), the proceeds of which were used to finance the costs of (i) development of a portion of the West Basin facilities at the Port of Los Angeles, including the Berths 100 -102 China Shipping Container Terminal and the Berths 136 – 147 TraPac Container Terminal (including railroad construction, alignment and extensions, dredging, landfill and similar and related activities, improvements and facilities including site development, wharfs, alternative maritime power (AMP), access bridge, entrance facilities and buildings, infrastructure, and backlands relating thereto); (ii) widening of Harry Bridges Boulevard from Figueroa Street to Broad Avenue; (iii) installation of four new gangways at the World Cruise Terminal; (iv) construction of a new crude oil terminal on Pier 400; (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, and 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; (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) installation of fiber optic cables/systems to ensure that port-wide command and control can be maintained between all designated facilities of the Port; (xi) infrastructure improvements related to realignment and improvements to Miner Street; and (xii) 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 (collectively, the “Series 2009A Projects”).

The Port is located 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 (4,300 acres of land and 3,200 acres of water) and has approximately 43 miles of waterfront berthing and 25 terminals, including seven major container cargo terminals, four break bulk facilities, three dry bulk facilities, seven liquid bulk cargo

terminals, two passenger cruise terminals, one vehicle handling facility and one multi use facility 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.

The initial and current owner of all of the capital projects to be refinanced with proceeds of the Bonds 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 Board of Commissioners of the Department and the Mayor of the City of Los Angeles, California, who must approve or disapprove the issuance of the Bonds.

DATED this 3d day of July, 2019.

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