



## Legislation Text

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**File #:** 2019-0001, **Version:** 1

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**DATE:** February 12, 2019

**SUBJECT:**

### **PRESENTATION AND DIRECTION TO STAFF ON THE INTERIM MANAGEMENT AND OPERATION OF SEAPORT VILLAGE INCLUDING MAINTENANCE, LEASING AND ACTIVATION**

#### **EXECUTIVE SUMMARY:**

The purpose of this presentation is to provide an update on the interim management and operation of Seaport Village following the successful transition of ownership and management to the District. This update will cover all aspects of the transition as well as several items the District should consider in its upcoming fiscal year 2020 (FY20) budgetary process to improve management and operations, including strategic investment recommendations for deferred maintenance, site enhancements and activations, as we work with our partners to enhance the experience at Seaport Village today and reimagine the Central Embarcadero in the future.

Seaport Village is a tourist-oriented specialty retail shopping center consisting of approximately 90,000 square feet of specialty retailers, restaurants, outdoor entertainment, and parking on an approximately 14-acre Bayfront site located at 849 West Harbor Drive in San Diego, California (Attachment A). Seaport Village was managed and operated by Terramar Retail Centers, LLC (Terramar) on behalf of Seaport Village Operating Company, LLC (SVOC) under a long-term ground lease<sup>1</sup> which expired on September 30, 2018.

Since then, the District worked in close coordination with its property manager, Protea Property Management, Inc.<sup>2</sup>, to successfully transition the ownership of the Seaport Village assets to the District. Additionally, staff negotiated and executed 54 leases with existing tenants and the District has been able to keep the retail center open and operational since October 1, 2018.

Now that Seaport Village has been operating under the District's ownership for a little over four months, staff and Protea have identified various strategies that can be implemented to improve operations, create momentum and interest in the redevelopment of the Central Embarcadero and ensure that Seaport Village operates efficiently until 1HWY1's Seaport San Diego Project (Seaport Project)<sup>3</sup> commences.

As the owner of Seaport Village, the District is in a position to:

- Explore additional revenue generating opportunities;
- Activate underutilized portions of the Central Embarcadero;
- Attract additional foot traffic; and,
- Create a testing ground for new ideas and concepts with retail and public space.

These opportunities can generate short-term returns to the District by increasing revenues, securing tenancies and repositioning Seaport Village to the public in a positive light and removing the notion that Seaport Village is “shutting down”. It is a strategy that will bring new customers, both locals and visitors, to the center for new experiences and provide a greater understanding by the public as we transition to the future development. It will give the District and 1HWY1 a chance to conduct meaningful placemaking during the transition and help identify retail and activation concepts that may ultimately be located within the Seaport Project. In order to achieve this, staff has identified an effective leasing strategy and strategic investment recommendations for the Board’s consideration which are addressed further below:

- Funding for capital expenditures including deferred maintenance of approximately \$700,000 necessary to continue to effectively operate Seaport Village and to attract and retain tenants (Deferred Maintenance) (See Table 1 and Table 1A).
- Approximately \$999,587 in site enhancements, or physical elements that improve the property to revitalize the user experience such as painting, new landscaping, and lighting (Site Enhancements) (See Table 2).
- Approximately \$537,600 in activations, or programmatic elements that bring the property to life through happenings, strategic partnerships, curated operators and joint ventures (Activations) (See Table 3).

In parallel to these efforts, the District and Protea will be working together over the coming months to enhance components of the existing Property Management Agreement<sup>4</sup> to streamline processing times and approvals while developing a framework to implement these strategic investment recommendations in order to improve the overall success of Seaport Village. Integral to this effort is close coordination with Development Services to ensure the proper project review and permitting is obtained for Site Enhancements and Activations.

Staff is seeking Board direction on its recommended approach for the Central Embarcadero during the transition into the long-term redevelopment and next steps which will inform the District’s leasing and investment strategy going forward.

### **RECOMMENDATION:**

Receive a presentation and update on the interim management and operation of Seaport Village including maintenance, leasing and activation and provide direction to staff. Potential direction for the Board’s consideration could include:

- To budget for Deferred Maintenance, Site Enhancements, and Activations from the gross revenues generated from the operations of Seaport Village.
- With respect to Deferred Maintenance, to identify one-time funding from Seaport Village gross revenues and, if necessary, return to the Board to appropriate funds and to authorize work estimated at approximately \$700,000.
- With respect to Site Enhancements, to identify one-time funding from Seaport Village gross revenues to invest approximately \$999,587 into Seaport Village beginning FY20 and to return to the Board for a subsequent, formal Board action to appropriate funds.
- With respect to Activations, to program into the annual Seaport Village operating budget

approximately \$537,600 in additional funding beginning FY20.

### **FISCAL IMPACT:**

Receiving a presentation and update on the interim management and operation of Seaport Village including maintenance, leasing and activation and providing direction to staff will not have an immediate fiscal impact. However, if the Board wishes to proceed with staff's recommended investment approach, funding for Deferred Maintenance, Site Enhancements and Activations will be identified from the gross revenues generated from the operations of Seaport Village, portions of which may be available within the current fiscal year 2019 (FY19) budget with the balance to be budgeted for FY20 as follows:

- With respect to Deferred Maintenance, to identify one-time funding from Seaport Village gross revenues and, if necessary, return to the Board to appropriate funds and to authorize work estimated at approximately \$700,000.
- With respect to Site Enhancements, to identify one-time funding from Seaport Village gross revenues to invest approximately \$999,587 into Seaport Village beginning FY20 and to return to the Board for a subsequent, formal Board action to appropriate funds.
- With respect to Activations, to program into the annual Seaport Village operating budget approximately \$537,600 in additional funding beginning FY20.

**Table 1**

<b>Deferred Maintenance Category</b>	<b>Opinion of Estimated Cost*</b>
Bldg Fdn/Ext. Walls	\$ 30,100
Roofing	\$ 161,200
Ext. Paint/Treat Wood	\$ 30,250
Ext. Site Work + Handrail, Stairs	\$ 39,735
Windows	\$ 5,750
Electrical/Lighting	\$ 12,600
HVAC	\$ 95,400
Interior/Mechanical	\$ 16,000
Landscaping/Pigeon Prevention	\$ 35,458
Sub-Total	\$ 426,493
20% Contingency	\$ 85,299
Soft Costs	\$ 25,000
<b>TOTAL</b>	<b>\$ 536,792</b>

\*Based solely upon District assessment of JLL Report with application of advised 20% contingency.

**Table 1A**

Overwater Structure	Deferred Maintenance Category	Opinion of Estimated Cost*
Bent A	(1) Pile Jacket	\$ 15,000
	(2) Crack Repair	\$ 8,000
Bent B	(1) Pile Jacket	\$ 15,000
Bent C	(4) Crack Repair	\$ 16,000
Bent D	(3) Crack Repair	\$ 12,000
Bent E	(2) Pile Jacket	\$ 30,000
	(1) Crack Repair	\$ 4,000
Soft Costs		\$ 63,208
<b>TOTAL</b>		<b>\$ 163,208</b>

\*Based solely upon District assessment of JLL Report and application of recent historical related cost information (no direct site assessment activities performed by District).

Table 2

Node	Site Enhancement	Budget
<b>Carousel</b>	Storage Area, Landscape, Lighting, Play Area, Furniture	
		\$ 292,838
<b>Gazebo</b>	Upgrade Stage, Landscape, Lighting, Furniture	
		\$ 253,646
<b>Connectors</b>	PacHwy Entrance, Wayfinding Signs, Landscape, Lighting, Play Area, Furniture	
		\$ 328,829
<b>Tuna Harbor</b>	Market Kiosk Conversion, Outdoor Seating, Marquee Signage	
		\$ 124,274
<b>Sub-total</b>		<b>\$ 999,587</b>

Table 3

Node	Activation	Budget
<b>Carousel</b>	Broadcast/Podcast Station	\$ 36,000
	Live Performances	\$ 72,000
<b>Gazebo</b>	Student Art Gallery	\$ 36,000
	Event Venue	\$ 120,000
	Strategic Partnerships and Programming	\$ 96,000
	Best of San Diego Collaboration	\$ 72,000
	Curated Food & Beverage Cluster	see TI's
<b>Tuna Harbor</b>	Tuna Harbor Market Pier Kiosk	\$ 105,600
	<b>Sub-total</b>	<b>\$ 537,600</b>

### **COMPASS STRATEGIC GOALS:**

This agenda item supports the following Strategic Goal(s).

- A vibrant waterfront destination where residents and visitors converge.
- A Port that is a safe place to visit, work and play.
- A financially sustainable Port that drives job creation and regional economic vitality.

### **DISCUSSION:**

The following provides a detailed overview of the process the District has undertaken to transition Seaport Village from a leased asset to a District asset in order to maintain and improve management and operations during the transition to redevelop the Central Embarcadero into a new vibrant world-class destination, building off San Diego's growth since Seaport Village was developed more than thirty years ago. Further, staff, Protea, 1HWY1 and the District's broker, Retail Insite<sup>5</sup> have identified areas to improve management and operations in the interim to support this Central Embarcadero renaissance through maintenance, leasing, and activation, with strategic investment recommendations to be funded through FY20. Staff believes these strategies are necessary to ensure that Seaport Village continues to perform financially while creating a sense of place and excitement which will be instrumental to the success of the future 1HWY1 redevelopment effort.

### ***Seaport Village Post-Transition***

On October 1, 2018, the District assumed ownership of the Seaport Village assets which consist of 32 buildings, including one over-water structure. Pursuant to the Separation Agreement<sup>6</sup> between the District and SVOC, staff worked closely with Terramar to ensure that Seaport Village continuously operated through the transition of ownership. Following the transition, staff and Protea have continued to work together under the Property Management Agreement to ensure that Seaport Village operates efficiently and continues to serve as a vibrant and prosperous waterfront destination for residents, visitors and the businesses that operate within it until the Seaport Project commences. Protea's relationship with the 1HWY1 team and their ability to test concepts and generate interest and momentum for the ultimate Central Embarcadero redevelopment present a unique opportunity for the District to demonstrate its value system, diversify and enhance tenancy and programming, and partner with both short and long-term collaborators to reposition Seaport Village in a positive light.

As the owner of Seaport Village, the District has the opportunity to explore additional strategies to stabilize and create revenue generating opportunities. Proposed objectives for the Board's consideration include:

- Activating underutilized portions of the property;
- Attracting additional foot traffic;
- Creating a testing ground for new ideas;
- Collaborating with stakeholders to advance common goals; and
- Hedging downside risk and reducing tenant vacancies.

These opportunities can generate short-term returns to the District by increasing revenues, securing new tenancies and increasing visitorship. In order to achieve these objectives, staff has identified an effective leasing strategy and three essential categories of potential investment for the Board's consideration which have a direct impact on the success of the interim management and operation of Seaport Village: Deferred Maintenance, Site Enhancements and Activations.

### ***Leasing Strategy and Key Principles***

To date, the District has lease agreements in place with 57 tenants at Seaport Village and approximately 18 vacancies. The current tenant mix is comprised of 40 retail tenants, 15 food and beverage tenants (including restaurants, walk-up cafes, and specialty foods) and 2 second-floor

professional office tenants. The 18 vacancies are predominately located in Seaport Village's east village.

In collaboration with staff, Protea and 1HWY1, Retail Insite is actively marketing and listing the existing vacancies to identify and source high caliber, prospective tenants with compatible uses. Retail Insite is utilizing a "plug and play" strategy to secure tenancies quickly to increase occupancy, attract additional foot traffic and generate higher revenue to the District. Retail Insite successfully sourced a retail tenant for Seaport Village in December 2018 and continues to present staff with competitive letters of intent for review and consideration on a regular basis.

As part of the District's leasing efforts with Retail Insite, staff has been made aware that due to the condition of certain vacant spaces, a certain level of investment will be necessary to attract and secure leases with high caliber tenants and test new concepts to set the framework for long-term success with the future vision for the redevelopment of the Central Embarcadero. Staff recognizes the opportunity for the District to negotiate creative deal structures when considering proposed lease terms and intends to seek market rent in accordance with Board of Port Commissioners (BPC) Policy No. 355 "Real Estate Leasing Policy". To achieve this leasing strategy, the following key principles have been identified:

- Invest in creation of leasable spaces to attract high caliber tenants;
- Create excitement and energy to enhance visitor experience;
- Strengthen existing tenant relationships to secure lease renewals; and
- Preserve flexibility based on the Seaport Project anticipated timeline.

At staff's request, Retail Insite has provided an expanded scope of work to encompass the entirety of the leasing effort. The leasing strategy includes consideration of tenant improvement allowances, specifically regarding the food and beverage vacant units, among other items which may be necessary as part of negotiations to secure new leases. Several of the vacant units are key priorities for targeting new tenants and can also be priorities for capital investment to catalyze leasing activity.

### ***Preliminary Investment Recommendations***

#### **Deferred Maintenance**

As part of due diligence efforts prior to assuming ownership of the Seaport Village assets, the District commissioned its consultant, Jones Lang LaSalle (JLL) to conduct a comprehensive inspection of the 32 buildings at Seaport Village and provide estimates of probable cost and recommendations for repairs of deferred maintenance to the District phased over a five-year period (JLL Report). The District's Engineering and Construction department conducted a preliminary review and analysis of the JLL Report findings and identified approximately \$700,000 in Deferred Maintenance recommendations to be addressed in the first phase for the District's consideration. It should be noted that these recommendations are separate and apart from tenant improvement allowances to be considered as part of leasing efforts.



Deferred Maintenance Category	Opinion of Estimated Cost*
Bldg Fdn/Ext. Walls	\$ 30,100
Roofing	\$ 161,200
Ext. Paint/Treat Wood	\$ 30,250
Ext. Site Work + Handrail, Stairs	\$ 39,735
Windows	\$ 5,750
Electrical/Lighting	\$ 12,600
HVAC	\$ 95,400
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Soft Costs		\$ 63,208
<b>TOTAL</b>		<b>\$ 163,208</b>

\*Based solely upon District assessment of JLL Report and application of recent historical related cost information (no direct site assessment activities performed by District).

These repairs are a necessary component of owning and operating a specialty retail shopping center to ensure that Seaport Village has continued success for tenants and enjoyment by visitors and the general public. Without them, staff believes retaining tenants will become increasingly difficult. By investing in repairs of Deferred Maintenance, the District will be taking a proactive approach to ensure that Seaport Village continues to serve as a viable source of revenue to the District during the interim period before the commencement of construction on the Seaport Project.

### Site Enhancements and Activations

At its January 9, 2018 meeting, as part of a discussion related to the interim operations of Seaport Village, the Board expressed to staff that “now is the time” to explore an overall interim plan for the Central Embarcadero, not just Seaport Village. Based on this direction, staff has been coordinating with 1HWY1, Protea and Retail Insite to potentially introduce new tenant concepts in Seaport Village. In parallel, 1HWY1 has developed an interim plan for the Central Embarcadero to be presented at

the February 12, 2019 Board meeting for the Board's consideration, which encompasses certain areas within the Seaport Project, including Seaport Village, Ruocco Park, North Embarcadero Marina Park and Tuna Harbor.

1HWY1's interim plan identifies and proposes certain Site Enhancements and Activations at Seaport Village and the surrounding areas within the Seaport Project. Areas of proposed consideration within Seaport Village include the west village and east village, identified as the "Carousel" and "Gazebo" areas, respectively. Tuna Harbor is also identified as part of the interim plan. 1HWY1 has worked in collaboration with SLP Urban Planning to identify certain Site Enhancements that can improve the existing experience at Seaport Village and generate both short-term and long-term returns to the District by activating underutilized portions of the property and testing new concepts which generate excitement and energy to enhance the overall experience and increase sales performances by tenants. Site Enhancements and Activations are defined as follows:

**"Site Enhancements"**<sup>7</sup>: the physical elements that improve the property to revitalize the user experience. Examples include, but are not limited to, painting, new landscaping, lighting, play areas, improved site lines to and from the bay, upgraded entertainment infrastructure, themed décor, shade structures, wayfinding signage and movable furniture. Site Enhancements consist of placemaking and installations that can generate additional foot traffic and contribute to a refreshed image of Seaport Village for the general public. Site Enhancements are quick to implement and have flexibility with regard to cost. Protea has successfully implemented initial Site Enhancements in Quarter 4 of 2018. With the series of opportunities proposed by 1HWY1, Site Enhancements have been identified at Seaport Village, with a total cost ranging upwards of approximately \$999,587.

Node	Site Enhancement	Budget
<b>Carousel</b>	Storage Area, Landscape, Lighting, Play Area, Furniture	\$ 292,838
<b>Gazebo</b>	Upgrade Stage, Landscape, Lighting, Furniture	\$ 253,646
<b>Connectors</b>	PacHwy Entrance, Wayfinding Signs, Landscape, Lighting, Play Area, Furniture	\$ 328,829
<b>Tuna Harbor</b>	Market Kiosk Conversion, Outdoor Seating, Marquee Signage	\$ 124,274
	<b>Sub-total</b>	<b>\$ 999,587</b>

**"Activations"**<sup>7</sup>: the programmatic elements that bring the property to life through happenings, strategic partnerships, curated operators and joint ventures. Examples include, but are not limited to, museums, STEAM education, aquaculture and blue-tech learning, public gatherings, live performances, collaborative, installations, sculptures and event space. Activations serve to generate awareness, engagement, positioning and adoption by testing concepts that can generate short-term returns to the District, establish synergies with the future development and stabilize the revenue streams from interim operations. Additionally, Activations can create revenue sharing opportunities for the District and drive foot traffic to Seaport Village and the Central Embarcadero. 1HWY1 has identified Activations with a total cost ranging upwards of \$537,600. Staff has identified certain Activations as potentially feasible for the District to consider in the short term and will continue to



evaluate and conduct due diligence in the coming months. However, it should be noted that some of these Activations may need more extensive coastal and environmental entitlements to implement.

Node	Activation	Budget
Carousel	Broadcast/Podcast Station	\$ 36,000
	Live Performances	\$ 72,000
Gazebo	Student Art Gallery	\$ 36,000
	Event Venue	\$ 120,000
	Strategic Partnerships and Programming	\$ 96,000
	Best of San Diego Collaboration	\$ 72,000
	Curated Food & Beverage Cluster	see TI's
Tuna Harbor	Tuna Harbor Market Pier Kiosk	\$ 105,600
Sub-total		\$ 537,600

Based on a preliminary review of 1HWY1's interim plan, staff recognizes the potential for tenant improvements, Site Enhancements and Activations to serve as additional revenue generating opportunities for Seaport Village as they may produce short-term returns to the tenants and the District by increasing revenues, securing tenant lease renewals, strengthening the public perception of the asset and increasing foot traffic through Seaport Village. However, these opportunities would require a financial commitment and investment by the District in order to come to fruition, as they are above and beyond the operating expenses budgeted for daily management and operations of Seaport Village. This model would require up-front investment and poses the opportunity for increased foot traffic and business for the Seaport tenants and pass-through revenue share to the District.

For budgeting purposes, tenant improvements would be considered a normal part of a leasing strategy and taken into account in setting rent. Deferred Maintenance and Site Enhancements would be considered one-time capital expenditures and Activations would be folded into Protea's operating budget.

The multi-year entitlement phase of the redevelopment provides an opportunity to utilize the existing Seaport Village site to test out new concepts both in design and activation of the public spaces as well in retail. The activation program led by the 1HWY1 team and Protea in partnership with the District is anticipated to be an essential component in placemaking at Seaport Village moving forward and in identifying retail and activation concepts that may ultimately be located within the Seaport Project.

### ***Revised Property Management Agreement***

The District and Protea have identified components of the Property Management Agreement which can be enhanced in order to expedite processing times and approvals and also provide Protea with the flexibility to re-allocate funding within its approved operating budget on an as-needed basis. In parallel to making these revisions, staff and Protea will explore the opportunity to develop a framework to implement these strategic investment recommendations within the Property Management Agreement. In doing so, these enhancements will ensure that Protea can fulfill the services required under the Property Management Agreement and also implement revenue generating opportunities to improve the overall success of Seaport Village. Integral to this effort is close coordination with Development Services to ensure the proper project review and permitting is

obtained for activations and enhancements.

### ***Seaport San Diego Development Ad Hoc Committee***

On January 24, 2019 per BPC Policy No. 019, Ad Hoc Committees, the Chairman of the Board formed the Seaport San Diego Development Ad Hoc Committee for 2019. The purpose of this Ad Hoc Committee is to provide advice and guidance to staff regarding strategic considerations involving the Seaport San Diego Development including interim activations, placemaking strategies and investment considerations. The members of the Ad Hoc Committee are:

- Dan Malcolm, Chair of the Ad Hoc Committee
- Marshall Merrifield, Commissioner
- Rafael Castellanos, Commissioner

The Ad Hoc Committee met on Monday, February 4, 2019 to receive a staff report on the transition of Seaport Village from Terramar to the District. Additionally, staff provided an overview of the staff team responsible for managing the project on behalf of the District, reviewed Seaport Village's past and projected financial performance, discussed leasing strategies, and received recommendations from the Protea, 1HWY1, and Retail Insite teams regarding future expenses associated with operating Seaport Village. Based on those presentations and discussions, staff is seeking direction from the full Board at the February 12, 2019 meeting.

### ***Recommendation and Next Steps***

The successful transition of Seaport Village to the District reflects the collaborative joint effort between Protea and the District. Staff will continue to work diligently with Protea, 1HWY1 and Retail Insite to potentially introduce new tenant concepts in Seaport Village. Based on the Board's direction regarding the leasing strategy and recommended investment approach, staff intends to return to the Board with a revised Property Management Agreement in April 2019. Based on the review of the Seaport San Diego Development Ad Hoc Committee and the information presented to the Board, staff is recommending the Board direct staff as follows:

- To budget for Deferred Maintenance, Site Enhancements, and Activations from the gross revenues generated from the operations of Seaport Village.
- With respect to Deferred Maintenance, to identify one-time funding from Seaport Village gross revenues and, if necessary, return to the Board to appropriate funds and to authorize work estimated at approximately \$700,000.
- With respect to Site Enhancements as discussed above, to identify one-time funding from Seaport Village gross revenues to invest approximately \$999,587 into Seaport Village beginning FY20 and to return to the Board for a subsequent, formal Board action to appropriate funds.
- With respect to Activations as discussed above, to program into the annual Seaport Village operating budget approximately \$537,600 in additional funding for FY20.

### ***General Counsel's Comments:***

The Office of the General Counsel (OGC) has reviewed the issues presented in the agenda and

approves as to form and legality. The OGC will provide legal analysis to District staff with regard to the application of California Public Works laws on Capital Improvement Projects and Major Maintenance Projects at Seaport Village.

### **Environmental Review:**

The proposed Board direction or action, including without limitation, a presentation on the interim management and operation of Seaport Village, does not constitute a “project” under the definition set forth in California Environmental Quality Act (CEQA) Guidelines Section 15378 because no direct or indirect changes to the physical environment would occur. CEQA requires that the District adequately assess the environmental impacts of projects and reasonably foreseeable activities that may result from projects prior to the approval of the same. Any project developed as a result of Board’s action or direction that requires the District or the Board’s discretionary approval resulting in a physical change to the environment will be analyzed in accordance with CEQA prior to such approval. CEQA review may result in the District, in its sole and absolute discretion, requiring implementation of mitigation measures, adopting an alternative, including without limitation, a “no project alternative” or adopting a Statement of Overriding Consideration, if required. The current Board direction or action in no way limits the exercise of this discretion. Therefore, no further CEQA review is required.

In addition, the proposed Board action complies with Section 35 of the Port Act, which allows for the Board to do all acts necessary and convenient for the exercise of its powers. The Port Act was enacted by the California Legislature and is consistent with the Public Trust Doctrine. Consequently, the proposed Board action is consistent with the Public Trust Doctrine.

The proposed Board direction or action does not allow for “development,” as defined in Section 30106 of the California Coastal Act, or “new development,” pursuant to Section 1.a. of the District’s Coastal Development Permit (CDP) Regulations because they will not result in, without limitation, a physical change, change in use or increase the intensity of uses. Therefore, issuance of a Coastal Development Permit or exclusion is not required. However, development within the District requires processing under the District’s CDP Regulations. Future development, as defined in Section 30106 of the Coastal Act, will remain subject to its own independent review pursuant to the District’s certified CDP Regulations, PMP, and Chapters 3 and 8 of the Coastal Act. The Board’s direction or action in no way limits the exercise of the District’s discretion under the District’s CDP Regulations. Therefore, issuance of a CDP or exclusion is not required at this time.

### **Equal Opportunity Program:**

Not applicable.

### **PREPARED BY:**

Alexa Paulus  
Asset Manager, Real Estate

Lucy Contreras  
Program Manager, Real Estate

**Attachment(s):**

**Attachment A: Central Embarcadero Area Map**

<sup>1</sup>Lease between District and Seaport Village Operating Company, LLC, on file in the Office of the District Clerk as Document No. 11337, as amended.

<sup>2</sup>The complete April 10, 2018 BPC Agenda Sheet File No. 2018-0037 with all attachments can be found in Granicus-Legistar on the District's website at: <<https://portofsandiego.legistar.com/Calendar.aspx>>

<sup>3</sup>The complete November 6, 2018 Agenda Sheet File No. 2018-0442 with all attachments can be found in Granicus-Legistar on the District's website at: <<https://portofsandiego.legistar.com/Calendar.aspx>>

<sup>4</sup>Property Management Agreement between District and Protea Property Management, Inc., on file in the Office of the District Clerk as Document No. 68273

<sup>5</sup>The complete July 17, 2018 Agenda Sheet File No. 2018-0277 with all attachments can be found in Granicus-Legistar on the District's website at: <<https://portofsandiego.legistar.com/Calendar.aspx>>

<sup>6</sup>Separation Agreement between District and Seaport Village Operating Company, LLC on file in the Office of the District Clerk as Document No. 68927.

<sup>7</sup>SLP Urban Planning.