

DECLARATION OF PUBLICATION OF SAN FRANCISCO CHRONICLE

**PORT COMMISSION OF THE CITY AND COUNTY OF SAN FRANCISCO
NOTICE OF PUBLIC HEARING
PURSUANT TO SECTION 147(F) OF
THE INTERNAL REVENUE CODE OF
1986, AS AMENDED, FOR THE
FINANCING OF CERTAIN PROJECTS
FROM THE SALE OF TAX-EXEMPT
OBLIGATIONS**

the proposed nature and location of the Projects and the plan of financing of the Projects may either appear in person at the time and place indicated above or submit written comments, which must be received prior to the Public Hearing, to the Port Commission, c/o Amy Quesada, the Port Commission, Pier 1, San Francisco, California 94111.

Lori Gomez

Date: December 4, 2013

PORT COMMISSION OF THE CITY AND COUNTY OF SAN FRANCISCO

Declares that:
_____exed advertisement has been regularly published

In the

SAN FRANCISCO CHRONICLE

Which is an was at all times herein mentioned established as newspaper of general circulation in the City and County of San Francisco, State of California, as the term is defined by Section 6000 of the Government Code

SAN FRANCISCO CHRONICLE

(Name of Newspaper)

901 Mission Street

San Francisco, CA 94103

From _____

12/4/13

To _____

12/4/13

Namely on _____

12/4/13

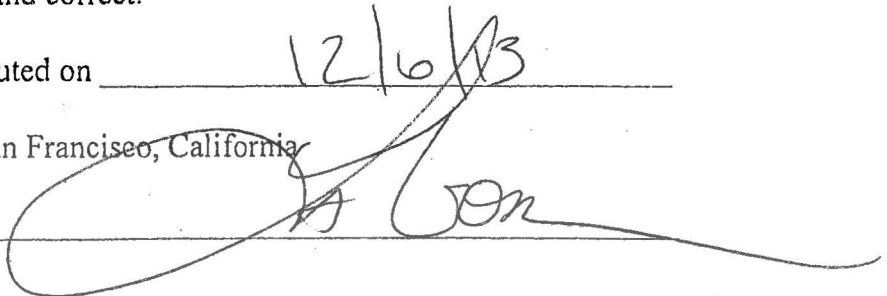
(Dates of Publication)

I declare under penalty of perjury that the foregoing is true and correct.

Executed on _____

12/6/13

At San Francisco, California



NOTICE IS HEREBY GIVEN by the Port Commission of the City and County of San Francisco (the "Port Commission"), which operates the Port of San Francisco (the "Port"), that a public hearing (the "Public Hearing") will be held at 9:00 a.m., or as soon thereafter as such matters can be heard, on Wednesday, December 18, 2013, with respect to the proposed issuance by the Port Commission of tax exempt revenue bonds (the "Bonds") in an aggregate principal amount not to exceed \$30,000,000. The Public Hearing will be held at the City and County of San Francisco Controller's Office of Public Finance, 1 Dr. Carlton B. Goodlett Place, Room 336, San Francisco, California 94102. The Port intends to issue the Bonds in one or more series or issues from time to time, as part of a plan of finance as provided in Section 147(f)(2)(C) of the Internal Revenue Code of 1986, as amended (the "Code"). The Bonds will be special obligations of the Port Commission, payable as to principal and interest solely out of revenues of the Port Commission expressly pledged therefor, and neither the credit nor taxing power of the City and County of San Francisco (the "City"), the State of California (the "State") or any political subdivision thereof will be pledged to the payment of the principal of or interest on the Bonds. No holder of a Bond will have the right to compel the exercise of the taxing power of the City, the State or any political subdivision thereof to pay the Bonds or the interest thereon. The Port Commission has no taxing power whatsoever.

The proceeds of the Bonds will be used to (a) finance the costs of various facilities and improvements owned, operated and/or managed by the Port Commission, including without limitation the design, demolition, construction, reconstruction, expansion, improvement, equipping, renewal, restoration and/or replacement of (i) Pier 27, located along The Embarcadero, San Francisco 94111, which is planned to be used as a cruise terminal and special events facilities, together with related and subordinate facilities (in addition to a plaza/park at the front of the terminal) and (ii) Piers 19, 23, 29, 29 1/2 and 31 (commonly known as the Northern Waterfront Historic Pier Structures), located along The Embarcadero, San Francisco 94111 (collectively the "Projects"); (b) fund a debt service reserve fund for the Bonds; (c) pay capitalized interest on the Bonds, if any; and (d) pay costs associated with the issuance of the Bonds. All Projects are or will be located at the Port, which is within the geographical jurisdiction of the City and County of San Francisco.

The Public Hearing is intended to comply with the public approval requirements of the Code.

Those wishing to comment on the execution and delivery of the Bonds or on