NEW ISSUE—BOOK-ENTRY ONLY **RATINGS: See "RATINGS" herein.**

In the opinion of Kutak Rock LLP, Bond Counsel to the City, under existing laws, regulations, rulings and judicial decisions and assuming the accuracy of certain representations and continuing compliance with certain covenants, interest on the Series 2019A Senior Bonds is excluded from gross income for federal income tax purposes and is not a specific item of tax preference for purposes of the federal alternative minimum tax. Bond Counsel is further of the opinion that interest on the Series 2019A Senior Bonds is exempt from present State of California personal income taxes. For a more complete description, see "TAX MATTERS" herein.

$_____________*

[City Logo] [Port Logo]

CITY OF LONG BEACH, CALIFORNIA
Harbor Revenue Bonds
Series 2019A
(Non-AMT)

Dated: Date of Delivery **Due: May 15, as shown on the inside cover page**

The City of Long Beach, California (the "City"), acting by and through its Board of Harbor Commissioners (the "Board"), is issuing its Harbor Revenue Bonds, Series 2019A (the "Series 2019A Senior Bonds") to provide funds to (a) pay and/or reimburse the Harbor Department of the City of Long Beach (the "Harbor Department") for the costs of the design and construction of the new headquarters building for the Harbor Department, and (b) pay the costs of issuing the Series 2019A Senior Bonds, as described herein. See "PLAN OF FINANCE."

The Series 2019A Senior Bonds will be issued as fully registered bonds in the name of Cede & Co., as registered owner and nominee of The Depository Trust Company ("DTC"), New York, New York. Individual purchases and sales of the Series 2019A Senior Bonds may be made in book-entry form only in denominations of $5,000 and integral multiples thereof. Purchasers will not receive certificates representing their interest in the Series 2019A Senior Bonds. Interest on the Series 2019A Senior Bonds will be payable on May 15 and November 15 of each year, commencing on [November 15, 2019]. So long as the Series 2019A Senior Bonds are held by DTC, the principal of and interest on the Series 2019A Senior Bonds will be payable by wire transfer to DTC, which in turn will be required to remit such principal and interest to the DTC participants for subsequent disbursement to the beneficial owners of the Series 2019A Senior Bonds, as more fully described herein.

Maturity Schedule on Inside Front Cover Page

The Series 2019A Senior Bonds are subject to optional and mandatory sinking fund redemption prior to maturity as more fully described herein. See "DESCRIPTION OF THE SERIES 2019A SENIOR BONDS—Redemption of Series 2019A Senior Bonds."

The Series 2019A Senior Bonds are special, limited obligations of the City and are secured by a pledge of and lien upon and will be a charge upon and will be payable solely from the Revenues and certain funds and accounts pledged under the Senior Resolution on parity with all other Senior Bonds. The Series 2019A Senior Bonds are not a debt of the City, nor a legal or equitable pledge, charge, lien or encumbrance upon any of its property or upon any of its income, receipts or revenues, except the Revenues and the funds and accounts specifically pledged to the payment thereof. The general fund of the City is not liable for the payment of the Series 2019A Senior Bonds or interest thereon, nor is the credit or the taxing power of the City pledged therefor. An Owner of the Series 2019A Senior Bonds may not compel the exercise of the taxing power of the City or the forfeiture of any of its property. The Series 2019A Senior Bonds will be issued on a parity with the Existing Senior Bonds, which as of June 1, 2019 were outstanding in the aggregate principal amount of $901,875,000, and any additional Senior Bonds issued in the future. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2019A SENIOR BONDS."

This cover page is not intended to be a summary of the terms of, or security for, the Series 2019A Senior Bonds. Investors are advised to read the Official Statement in its entirety to obtain information essential to the making of an informed investment decision, giving particular attention to the matters discussed under "CERTAIN INVESTMENT CONSIDERATIONS." Capitalized terms used on this cover page and not otherwise defined have the meanings set forth herein.

The Series 2019A Senior Bonds are offered, when, as and if issued by the City, subject to the approval of validity by Kutak Rock LLP, Bond Counsel to the City, and to certain other conditions. Certain matters will be passed upon for the City

* Preliminary; subject to change

by the City Attorney of the City of Long Beach, and by Stradling Yocca Carlson & Rauth, a Professional Corporation, as Disclosure Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Nixon Peabody LLP. It is expected that the Series 2019A Senior Bonds will be available for delivery through the facilities of DTC on or about ____ __, 2019.

Goldman Sachs & Co. LLC

Citigroup **Siebert Cisneros Shank & Co. L.L.C.** **Wells Fargo Securities**

Date of Official Statement: ______ __, 2019.

MATURITY SCHEDULE

$__________[*]
City of Long Beach, California
Harbor Revenue Bonds
Series 2019A

Maturity Date (May 15)	Principal Amount	Interest Rate	Yield	Price	CUSIP No.[1]

$_________ _____% Series 2019A Senior Term Bonds Due May 15, 20__
Yield: _____%; Price _______; CUSIP Number: 542424___

[*] Preliminary; subject to change.

[1] Copyright 2019, American Bankers Association. CUSIP® is a registered trademark of the American Bankers Association. The CUSIP data herein is provided by CUSIP Global Services ("CGS"), which is managed on behalf of the American Bankers Association by S&P Global Market Intelligence. The CUSIP numbers are not intended to create a database and do not serve in any way as a substitute for the CGS database. CUSIP numbers have been assigned by an independent company not affiliated with the City, the Board or the Harbor Department and are provided solely for convenience and reference. The CUSIP numbers for a specific maturity are subject to change after the issuance of the Series 2019A Senior Bonds. None of the City, the Board, the Harbor Department or the Underwriters take responsibility for the accuracy of the CUSIP numbers.

[Insert Map of Port]

HARBOR DEPARTMENT OF THE CITY OF LONG BEACH

BOARD OF HARBOR COMMISSIONERS

Tracy J. Egoscue
President

Bonnie Lowenthal
Vice President

Frank Colonna
Secretary

Lou Anne Bynum
Commissioner

Lori Ann Guzmán
Commissioner

Richard E. Jordan
Chief of Staff to Board of Harbor Commissioners

PORT MANAGEMENT

Mario Cordero
Executive Director

Richard D. Cameron
Deputy Executive Director,
Planning and Environmental Affairs

Dr. Noel Hacegaba
Deputy Executive Director,
Administration and Operations

Sam Joumblat
Managing Director,
Finance & Administration

Wei Chi
Director of Finance

CITY OF LONG BEACH, CALIFORNIA

CITY COUNCIL

Dr. Robert Garcia
Mayor

Dee Andrews
Vice Mayor, Sixth District

Lena Gonzalez, *First District*
Jeannine Pearce, *Second District*
Suzie Price, *Third District*
Daryl Supernaw, *Fourth District*
Stacy Mungo, *Fifth District*
Roberto Uranga, *Seventh District*
Al Austin, *Eighth District*
Rex Richardson, *Ninth District*

CITY OFFICIALS AND STAFF

Patrick H. West
City Manager

Tom Modica
Assistant City Manager

John Gross
Director of
Financial Management, CFO

David S. Nakamoto
City Treasurer

J. Charles Parkin
City Attorney

Douglas Haubert
City Prosecutor

Laura L. Doud
City Auditor

Monique De La Garza
City Clerk

Charles Gale
Principal Deputy City Attorney

PROFESSIONAL SERVICES

MUNICIPAL ADVISOR
Public Resources Advisory Group
Los Angeles, California

FISCAL AGENT
U.S. Bank National Association
Los Angeles, California

DISCLOSURE COUNSEL
Stradling Yocca Carlson & Rauth,
A Professional Corporation

BOND COUNSEL
Kutak Rock LLP

GENERAL INFORMATION ABOUT THIS OFFICIAL STATEMENT

No dealer, broker, salesperson or other person has been authorized by the City, the Board, the Harbor Department or the Underwriters to give any information or to make any representations with respect to the offer or sale of the Series 2019A Senior Bonds other than as set forth in this Official Statement and, if given or made, such other information or representation must not be relied upon as having been authorized by the City, the Board, the Harbor Department or the Underwriters. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the Series 2019A Senior Bonds by a person in any jurisdiction in which it is unlawful for such person to make such an offer, solicitation or sale.

This Official Statement is not to be construed as a contract with the purchasers of the Series 2019A Senior Bonds. Statements contained in this Official Statement that involve estimates, forecasts or matters of opinion, whether or not expressly so described herein, are intended solely as such and are not to be construed as representations of facts.

The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall under any circumstances create any implication that there has been no change in the affairs of the City, the Harbor Department or the Port of Long Beach since the date hereof. This Official Statement is submitted in connection with the sale of the Series 2019A Senior Bonds referred to herein and may not be reproduced or used, in whole or in part, for any other purpose.

The Underwriters have provided the following sentence for inclusion in this Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, their responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

Certain statements included or incorporated by reference in this Official Statement constitute "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995, Section 21E of the United States Securities Exchange Act of 1934, as amended, and Section 27A of the United States Securities Act of 1933, as amended. Such statements are generally identifiable by the terminology used such as "plan," "expect," "estimate," "budget" or other similar words. The achievement of certain results or other expectations contained in such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. No assurance is given that actual results will meet the City's or the Harbor Department's forecasts in any way, regardless of the level of optimism communicated in the information. Neither the City nor the Harbor Department are obligated to issue any updates or revisions to the forward-looking statements if or when their expectations, or events, conditions or circumstances on which such statements are based occur.

In connection with the offering of the Series 2019A Senior Bonds, the Underwriters may overallot or effect transactions that stabilize or maintain the market prices of the Series 2019A Senior Bonds at levels above that which might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time. The Underwriters may offer and sell the Series 2019A Senior Bonds to certain dealers, dealer banks and banks acting as agent at prices lower than the public offering prices stated on the inside cover page of this Official Statement, and those public offering prices may be changed from time to time by the Underwriters.

The Series 2019A Senior Bonds have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), in reliance upon an exemption from the registration requirements contained in the Securities Act. The Series 2019A Senior Bonds have not been registered or qualified under the securities laws of any state. The Senior Resolution has not been qualified under the Trust Indenture Act of 1939, as amended, in reliance upon an exemption contained therein.

The City and the Harbor Department maintain websites, however, the information presented on such websites is not a part of this Official Statement and should not be relied on in making an investment decision with respect to the Series 2019A Senior Bonds.

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OFFICIAL STATEMENT

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Series 2019A
(Non-AMT)

INTRODUCTION

This Introduction is qualified in its entirety by reference to the more detailed information included and referred to elsewhere in this Official Statement. The offering of the Series 2019A Senior Bonds (as defined below) to potential investors is made only by means of this entire Official Statement. Capitalized terms used in this Official Statement and not otherwise defined will have the respective meanings assigned to them in "APPENDIX B—SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR RESOLUTION—CERTAIN DEFINITIONS."

General

The purpose of this Official Statement, which includes the cover page, inside cover pages, table of contents and appendices hereto, is to provide certain information concerning the sale and delivery by the City of Long Beach, California (the "City"), acting by and through the Board of Harbor Commissioners of the City (the "Board"), of $________* aggregate principal amount of City of Long Beach, California, Harbor Revenue Bonds, Series 2019A (the "Series 2019A Senior Bonds").

The City, the Harbor Department and the Board

The City is a municipal corporation and chartered city organized and existing under the Charter of the City of Long Beach, California (the "Charter") and the Constitution and the laws of the State of California (the "State"). The Harbor Department of the City (the "Harbor Department") was created in 1931 by an amendment to the Charter to promote, develop and operate the Port of Long Beach (the "Port"). The Charter confers on the Board exclusive control and management of the Harbor Department and control and jurisdiction over the Harbor District (as defined herein) other than the tide and submerged lands granted to the City and the State used for, or in connection with the drilling for, developing, producing, extracting, processing, taking or removing, storing and disposing of oil, gas and other hydrocarbon substances. See "THE PORT OF LONG BEACH" for additional information about the Harbor Department, the Port and the Board.

The Port of Long Beach

The Port is a harbor complex that covers approximately 12 square miles, of which approximately 6.9 square miles is water. The Port has approximately 31.5 miles of waterfront with a 76-foot deep main channel, and 65 deep-water berths, several of which are and will be capable of servicing the largest commercial ships currently afloat and the largest commercial ships currently being designed, with equipment and facilities for handling all types of cargo.

According to the American Association of Port Authorities, the Port was the number two-ranked container port in the nation in terms of container cargo for the year ended December 31, 2018 (the Port of Los Angeles, which is located adjacent to the Port, was the number one-ranked container port). The facilities at the Port moved approximately 8.1 million Twenty-Foot Equivalent Units ("TEUs") during the year ended December 31, 2018. (A "TEU" is a twenty-foot equivalent unit, which is a measure of volume in units of

* Preliminary; subject to change.

twenty-foot long containers.) According to statistics compiled by Alphaliner, during calendar year 2018, the Port was the 20th busiest container port in the world. See "THE PORT OF LONG BEACH" for additional information about the Port.

Plan of Finance

Proceeds of the Series 2019A Senior Bonds will be used to (a) pay and/or reimburse the Harbor Department for the costs of the design and construction of the new headquarters building for the Harbor Department, and (b) pay the costs of issuing the Series 2019A Senior Bonds, all as further described herein. See "PLAN OF FINANCE."

The Series 2019A Senior Bonds

The Series 2019A Senior Bonds are authorized and being issued pursuant to Article XII of the Charter, Title 3, Chapter 3.52, Division I of the Municipal Code of the City, certain provisions of the Revenue Bond Law of 1941, Section 54300, *et seq*., of the Government Code of the State of California, Resolution No. HD-______, adopted by the Board on ____ __, 2019 ("Resolution No. HD-_____"), Resolution No. HD-1475, adopted by the Board on November 8, 1989, as amended and supplemented (the "Master Senior Resolution"), and the Twenty-Second Supplemental Senior Resolution, which, as provided for in Resolution No. HD-____, will be adopted by the Board after the execution and delivery of the Bond Purchase Agreement (as defined herein) (the "Twenty-Second Supplemental Senior Resolution," and together with the Master Senior Resolution, the "Senior Resolution"). The Twenty-Second Supplemental Senior Resolution is currently scheduled to be adopted by the Board on _____ __, 2019.

The Series 2019A Senior Bonds will be dated their initial date of delivery, will mature as shown on the inside cover page hereof, and will bear interest at the rates shown on the inside cover page hereof, calculated on the basis of a 360-day year consisting of twelve 30-day months. Interest will be payable semiannually on May 15 and November 15 of each year commencing November 15, 2019. The Series 2019A Senior Bonds will be subject to redemption prior to maturity, as described under "DESCRIPTION OF THE SERIES 2019A SENIOR BONDS—Redemption of Series 2019A Senior Bonds."

The Series 2019A Senior Bonds will be issued as fully registered bonds and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository for the Series 2019A Senior Bonds. Upon receipt of payments of principal and interest, DTC will remit such principal and interest to the Direct Participants (as defined herein) for subsequent disbursement by the Direct Participants and the Indirect Participants (as defined herein) to the Beneficial Owners (as defined herein) of the Series 2019A Senior Bonds. See "APPENDIX F—BOOK-ENTRY-ONLY SYSTEM."

Security for Series 2019A Senior Bonds

The Series 2019A Senior Bonds are special, limited obligations of the City and are secured by a pledge of and lien upon and will be a charge upon and will be payable from Revenues (as defined herein) and certain funds and accounts pledged under the Senior Resolution on parity with all other Senior Bonds (as defined herein). The Series 2019A Senior Bonds are not a debt of the City, nor a legal or equitable pledge, charge, lien or encumbrance upon any of its property or upon any of its income, receipts or revenues, except the Revenues and the funds and accounts specifically pledged to the payment thereof. The general fund of the City is not liable for the payment of the Series 2019A Senior Bonds or any interest thereon, nor is the credit or the taxing power of the City pledged therefor. An Owner of the Series 2019A Senior Bonds may not compel the exercise of the taxing power of the City or the forfeiture of any of its property.

Revenues generally consist of all revenues and all money secured or collected for the benefit of and received by the Board from or arising out of the use or operation of the Port, but exclude revenues arising from any lease, contract or other agreement providing for the drilling for, developing, producing, extracting, taking or removing, storing and disposing of oil, gas or other hydrocarbon substances from the tide and submerged lands granted to the City by the State. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2019A SENIOR BONDS."

Rate Covenant

Rates, charges, rentals and fees for the use of the Port are established by the Board. The Board has covenanted in the Master Senior Resolution to establish and collect rates, charges, rentals and fees that will produce Revenues in each Fiscal Year (as defined below) equal to 1.25 times Maximum Annual Debt Service on the Senior Bonds, and that, together with other moneys available or reasonably expected to be available, will be sufficient to pay debt service on all Senior Bonds and to pay the expenses of operating and maintaining the Port. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2019A SENIOR BONDS—Rate Covenant." The City's and the Harbor Department's "Fiscal Year" currently begins on October 1 and ends on September 30 of the immediately following year.

Outstanding Senior Bonds

Pursuant to the Master Senior Resolution, the City, acting by and through the Board, has previously issued and, as of June 1, 2019, there was outstanding $901,875,000 aggregate principal amount of the City of Long Beach, California Harbor Revenue Bonds, Series 2010A (the "Series 2010A Senior Bonds"), the City of Long Beach, California Harbor Revenue Refunding Bonds, Series 2010B (the "Series 2010B Senior Bonds"), the City of Long Beach, California Harbor Revenue Refunding Bonds, Series 2014B (the "Series 2014B Senior Bonds"), the City of Long Beach, California Harbor Revenue Refunding Bonds, Series 2015A (the "Series 2015A Senior Bonds"), the City of Long Beach, California Harbor Revenue Refunding Bonds, Series 2015B (the "Series 2015B Senior Bonds"), the City of Long Beach, California Harbor Revenue Bonds, Series 2015C (the "Series 2015C Senior Bonds"), the City of Long Beach, California Harbor Revenue Bonds, Series 2015D (the "Series 2015D Senior Bonds"), the City of Long Beach, California Harbor Revenue Bonds, Series 2017A (the "Series 2017A Senior Bonds"), the City of Long Beach, California Harbor Revenue Bonds, Series 2017B (the "Series 2017B Senior Bonds"), the City of Long Beach, California Harbor Revenue Bonds, Series 2017C (the "Series 2017C Senior Bonds") and the City of Long Beach, California Harbor Revenue Refunding Short Term Notes, Series 2018A (the "Series 2018A Senior Notes," and collectively with the Series 2010A Senior Bonds, the Series 2010B Senior Bonds, the Series 2014B Senior Bonds, the Series 2015A Senior Bonds, the Series 2015B Senior Bonds, the Series 2015C Senior Bonds, the Series 2015D Senior Bonds, the Series 2017A Senior Bonds, the Series 2017B Senior Bonds and the Series 2017C Senior Bonds, the "Existing Senior Bonds").

The Existing Senior Bonds, the Series 2019A Senior Bonds and any additional Senior Bonds issued pursuant to the terms of the Master Senior Resolution are collectively referred to herein as the "Senior Bonds." The Senior Bonds are secured by a pledge of and lien upon and will be a charge upon and will be payable from Revenues. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2019A SENIOR BONDS" and "OUTSTANDING OBLIGATIONS AND DEBT SERVICE SCHEDULE."

2014 Subordinate TIFIA Loan and Subordinate Revolving Obligations

The City, acting by and through the Board, entered into a loan agreement, dated as of May 21, 2014, as amended from time to time (the "2014 Subordinate TIFIA Loan Agreement") with the U.S. Department of Transportation, acting by and through the Federal Highway Administration (the "TIFIA Lender"), pursuant to which the TIFIA Lender, subject to certain conditions, agreed to make a loan to the City, acting by and through the Board, in an amount not to exceed $325 million (the "2014 Subordinate TIFIA Loan"), the proceeds of which, if drawn, will be used by the Harbor Department to finance and refinance a portion of the costs of constructing a replacement bridge for the existing Gerald Desmond Bridge located at the Port (the "Gerald Desmond Bridge Replacement Project"). If drawn, the 2014 Subordinate TIFIA Loan will be secured by a pledge of Subordinate Revenues (consisting of Revenues minus the payment of debt service on the Senior Bonds (including the Series 2019A Senior Bonds) and the required deposits to any debt service reserve fund established with respect to the Senior Bonds) on parity with the Subordinate Revolving Obligations (defined below). Pursuant to the terms of Resolution No. HD-2763 adopted by the Board on May 12, 2014 (the "Third Supplemental Subordinate Resolution"), the Board has reserved the right to (but is not obligated to) use all or a portion of the proceeds of the 2014 Subordinate TIFIA Loan to pay a portion of the principal of the Series 2018A Senior Notes on their maturity date (December 15, 2020), or any obligations it may issue to refinance the Series 2018A Senior Notes, and/or to pay additional federally eligible costs of the Gerald Desmond Bridge Replacement Project. See "OUTSTANDING OBLIGATIONS AND DEBT SERVICE SCHEDULE—Outstanding Subordinate Obligations (2014 Subordinate TIFIA Loan and Subordinate Revolving Obligations)" and "CAPITAL DEVELOPMENT PROGRAM—2019-28 Capital Plan—Gerald Desmond Bridge Replacement Project."

In addition to the 2014 Subordinate TIFIA Loan, in April 2018, the Harbor Department submitted a letter of interest with the TIFIA Lender requesting that the TIFIA Lender make an additional loan to the Harbor Department (currently requested in the amount of $145 million) to finance and/or refinance additional costs of the Gerald Desmond Bridge Replacement Project (the "Additional Subordinate TIFIA Loan"). On April 16, 2019, the Harbor Department was informed by the TIFIA Lender that its letter of interest has been advanced to the "creditworthiness review stage." If after the creditworthiness review stage the TIFIA Lender invites the Harbor Department to apply for a loan and such application is approved by the TIFIA Lender, the Harbor Department anticipates that the Additional Subordinate TIFIA Loan will be secured by a pledge of Subordinate Revenues on parity with the 2014 Subordinate TIFIA Loan and the Subordinate Revolving Obligations.

Pursuant to Resolution No. HD-2726 adopted by the Board on July 16, 2013, as amended (the "Master Subordinate Resolution"), Resolution No. HD-2728 adopted by the Board on July 16, 2013 (the "Second Supplemental Subordinate Resolution"), Resolution No. HD-2852 adopted by the Board on June 30, 2016 (the "Fifth Supplemental Subordinate Resolution," and together with the Second Supplemental Subordinate Resolution, the "Subordinate Revolving Obligations Supplemental Resolutions"), and the Revolving Credit Agreement, dated as of July 1, 2016, as amended (the "Subordinate Revolving Obligations Credit Agreement"), by and between the City, acting by and through the Board, and MUFG Union Bank, N.A. (the "Subordinate Revolving Obligations Bank"), the City, acting by and through the Board, is authorized to issue and have outstanding, from time to time, up to $200 million in aggregate principal amount of its City of Long Beach, California Subordinate Harbor Revenue Revolving Obligations Series B (Tax-Exempt) (the "Series B Subordinate Revolving Obligations"), and its City of Long Beach, California Subordinate Harbor Revenue Revolving Obligations Series C (Taxable) (the "Series C Subordinate Revolving Obligations," and together with the Series B Subordinate Revolving Obligations, the "Subordinate Revolving Obligations"). As of June 1, 2019, no Subordinate Revolving Obligations were outstanding. The Subordinate Revolving Obligations are secured by a pledge of Subordinate Revenues on parity with the 2014 Subordinate TIFIA Loan and, if received, the Additional Subordinate TIFIA Loan. All Subordinate Revolving Obligations issued by the City, acting by and through the Board, are purchased by the Subordinate Revolving Obligations Bank in accordance with the terms of the Subordinate Revolving Obligations Credit Agreement.

See "OUTSTANDING OBLIGATIONS AND DEBT SERVICE SCHEDULE—Outstanding Subordinate Obligations (2014 Subordinate TIFIA Loan and Subordinate Revolving Obligations)."

The 2014 Subordinate TIFIA Loan, the Subordinate Revolving Obligations and any additional obligations issued pursuant to the terms of the Master Subordinate Resolution (including the Additional Subordinate TIFIA Loan) are collectively referred to herein as "Subordinate Obligations."

Capital Development Program

The Harbor Department maintains a master plan of capital projects and improvements to be undertaken at the Port (the "Port Master Plan"). On October 17, 1978 the California Coastal Commission (the "CCC") certified the Port Master Plan as being in conformance with the policies of Chapters 8 and 3 of the California Coastal Act. The Port Master Plan has been amended on numerous occasions since 1978. The purpose of the Port Master Plan is to provide the Harbor Department with a planning tool to guide future Port development and to ensure that projects and developments in the Harbor District are consistent with the requirements of the California Coastal Act of 1976, as amended (the "California Coastal Act"). The Port Master Plan identifies proposed uses of land and water areas within the Harbor District and establishes a flexible framework allowing for development of the Port and is updated periodically.

The Harbor Department is currently in the process of reviewing and updating the Port Master Plan. The update process is guided by the California Coastal Act and involves evaluation of land use and water use designations, reconfiguration of planning districts, and identification of anticipated projects. In addition, the update will incorporate previously certified Port Master Plan amendments and update the overall goals and policies for long-range development. The update to the Port Master Plan is needed to consider changes in the global shipping industry, technological advances, and important factors such as climate change and energy resources consistent with Harbor Department's "Green Port Policy" objectives. The update also will revise the guidelines for public access to the waterfront by reviewing the vision for development of future recreation areas and facilities.

The Harbor Department recognizes that stakeholder engagement is an important element at the core of the Master Plan Update process. Reflecting a commitment to a transparent, comprehensive and inclusive planning process, the Harbor Department continues to provide opportunities for stakeholder feedback through a variety of activities. One significant outcome of the stakeholder engagement process is the development of goals. The draft goals set the overall direction of long-range planning for the Master Plan Update and encompass the broad range of priorities for the Harbor Department, from modernizing facilities to providing community assets.

In June 2017, the Harbor Department selected Leidos, Inc. ("Leidos") to provide consulting assistance to the Harbor Department with updating the Port Master Plan, evaluating the environmental impacts of proposed development and land uses, and seeking approval of the updated Port Master Plan by the Board and the California Coastal Commission. The Harbor Department anticipates certification of the update to the Port Master Plan by CCC in 2020.

In addition to the Port Master Plan, the Harbor Department maintains a 10-year capital plan that sets forth the specific projects the Harbor Department expects to develop and construct over the next ten years. The Harbor Department's current 10-year capital plan (the "2019-28 Capital Plan") includes capital projects and improvements to be undertaken at the Port between Fiscal Years 2019 and 2028. The 2019-28 Capital Plan includes the following projects: the Gerald Desmond Bridge Replacement Project, the expansion and modernization of the shipping terminals on Piers D, E, F and G, the expansion of on-dock rail facilities, the construction of a new Port administration building and two fireboat stations, the installation of various security improvements, and various other infrastructure projects at the Port (including street, storm drain, sewer and water systems projects). As of the date of this Official Statement, the 2019-28 Capital Plan has an aggregate estimated cost of approximately $2.3 billion. The Harbor Department expects to finance the costs of the 2019-28 Capital Plan with the following sources: (i) $450 million of proceeds of Senior Bonds and/or Subordinate Obligations; (ii) $1.585 billion of revenues of the Harbor Department; and (iii) $265 million of federal and State grants and other sources of funds. In the event any of the expected federal and State grants are not received by the Harbor Department, the Harbor Department expects it will seek other sources of funding to complete these projects. See "CAPITAL DEVELOPMENT PROGRAM."

Property Agreements

The Harbor Department operates the Port as a landlord through various property agreements entered into with tenants of the Port. The property agreements entered into by the Board, which convey the right to use, rent or lease Port assets, include leases, preferential assignment agreements, revocable permits, area assignments and pipeline licenses. Pursuant to the property agreements, the tenants of the Port pay tariff charges (including, but not limited to, wharfage (the charge assessed when cargo crosses the wharf), dockage (the charge assessed for docking a vessel at a berth), storage and demurrage (charges related to the duration that cargo may be stored at the terminal)) and other fees to the Harbor Department for the right to use, rent or lease Port facilities. Most of the Port's long-term property agreements contain guaranteed annual minimum payments. For Fiscal Year 2018, the long-term property agreements (in the form of preferential assignment agreements) with the Port's container terminal operators contained guaranteed annual minimum payments of approximately $281.2 million. Over the last five Fiscal Years, property agreements covering waterfront property and facilities generated in excess of 95% of the Harbor Department's operating revenues. See "THE PORT OF LONG BEACH—Property Agreements" for additional information on the property agreements entered into by the Board.

Continuing Disclosure

The City, acting by and through the Board, will covenant to provide, or to cause to be provided, to the Municipal Securities Rulemaking Board (the "MSRB") through its Electronic Municipal Market Access system ("EMMA"), for purposes of Rule 15c2-12(b)(5) ("Rule 15c2-12") adopted by the U.S. Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934, as amended, certain annual financial information and operating data relating to the Harbor Department and the Port, and, in a timely manner, notice of certain enumerated events. These covenants are made in order to assist the Underwriters (as defined herein) of the Series 2019A Senior Bonds in complying with Rule 15c2-12. See "CONTINUING DISCLOSURE" and "APPENDIX D—FORM OF CONTINUING DISCLOSURE CERTIFICATE."

Amendments to Master Senior Resolution

Pursuant to Resolution No. HD-2762 adopted by the Board on May 5, 2014 (the "Sixteenth Supplemental Senior Resolution"), the City, acting by and through the Board, approved certain amendments to the Master Senior Resolution (the "Master Senior Resolution Amendments"), which are described in Appendix E hereto. By the purchase and acceptance of the Series 2019A Senior Bonds, the Owners and Beneficial Owners of the Series 2019A Senior Bonds are deemed to have consented to the Master Senior Resolution Amendments. The Underwriters of the Series 2019A Senior Bonds will not be providing any consents on behalf of the Owners and Beneficial Owners of the Series 2019A Senior Bonds. The Master Senior Resolution Amendments will not become effective until all of the Series 2010A Senior Bonds and the Series 2010B Senior Bonds are no longer Outstanding. Any Owners and Beneficial Owners of Senior Bonds issued on and after May 7, 2014 (including the Series 2019A Senior Bonds) will be deemed to have consented to and will be subject to the Master Senior Resolution Amendments, but only after all of the Series 2010A Senior Bonds and the Series 2010B Senior Bonds are no longer Outstanding.

Forward-Looking Statements

This Official Statement, including the appendices hereto, contains statements relating to future results that are "forward-looking statements." When used in this Official Statement, the words "estimate," "anticipate," "forecast," "project," "intend," "propose," "plan," "expect" and similar expressions identify forward-looking statements. Such statements are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward-looking statements. Any forecast is subject to such uncertainties. Inevitably, some assumptions used to develop the forecasts will not be realized and unanticipated events and circumstances may occur. Therefore, there are likely to be differences between forecasts and actual results, and those differences may be material.

Additional Information

Brief descriptions of the Series 2019A Senior Bonds, the Senior Resolution, the Fiscal Agent Agreement and certain other documents are included in this Official Statement. Such descriptions do not purport to be comprehensive or definitive. All references herein to such documents and any other documents, statutes, reports or other instruments described herein are qualified in their entirety by reference to each such document, statute, report or other instrument. The information herein is subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder will under any circumstances, create any implication that there has been no change in the affairs of the Board, the Harbor Department or the Port since the date hereof. This Official Statement is not to be construed as a contract or agreement between the City and/or the Board and the purchasers or Owners of any of the Series 2019A Senior Bonds. The City, the Harbor Department and the Port maintain certain websites, the information on which is not part of this Official Statement, is not incorporated by reference herein and should not be relied upon in deciding whether to invest in the Series 2019A Senior Bonds.

PLAN OF FINANCE

Plan of Finance

Proceeds from the sale of the Series 2019A Senior Bonds will be used to (a) pay and/or reimburse the Harbor Department for the costs of the design and construction of the new headquarters building for the Harbor Department (the "Port Headquarters Building"), and (b) pay the costs of issuing the Series 2019A Senior Bonds, all as further described herein. See "CAPITAL DEVELOPMENT PROGRAM - 2019-28 Capital Plan - Civic Center Plaza (Port Headquarters Building)."

Estimated Sources and Uses of Funds

The following table sets forth the estimated sources and uses of funds in connection with the issuance of the Series 2019A Senior Bonds and the plan of finance described above

Sources	
Principal Amount	
Original Issue Premium/(Discount)	
Total Sources	
Uses	
Costs of Port Headquarters Building	
Costs of Issuance(1)	
Total Uses	

(1) Includes underwriters' discount, legal costs and expenses and other costs of issuance.

DESCRIPTION OF THE SERIES 2019A SENIOR BONDS

General

The Series 2019A Senior Bonds will be dated their date of delivery, and will bear interest (calculated on the basis of a 360-day year consisting of twelve 30-day months) from such date at the rates per annum set forth on the inside cover page of this Official Statement, payable semiannually on May 15 and November 15 of each year commencing November 15, 2019 (each an "Interest Payment Date"). Each Series 2019A Senior Bond will bear interest from the Interest Payment Date next preceding the date of authentication thereof unless such date of authentication is an Interest Payment Date, in which event such Series 2019A Senior Bond will bear interest from such date of authentication, or unless such date of authentication is after a Record Date and before the next succeeding Interest Payment Date, in which event such Series 2019A Senior Bond will bear interest from such succeeding Interest Payment Date, or unless such date of authentication is prior to November 1, 2019, in which event such Series 2019A Senior Bond will bear interest from their date of delivery. If interest on the Series 2019A Senior Bonds is in default, Series 2019A Senior Bonds issued in exchange for Series 2019A Senior Bonds surrendered for transfer or exchange will bear interest from the Interest Payment Date to which interest has been paid in full on the Series 2019A Senior Bonds surrendered. The Series 2019A Senior Bonds will mature (subject to prior redemption), on May 15 in the years and in the principal amounts set forth on the inside cover page of this Official Statement. The principal of and interest on the Series 2019A Senior Bonds will be payable in lawful money of the United States of America.

The Series 2019A Senior Bonds will be issued in denominations of $5,000 and integral multiples thereof. The Series 2019A Senior Bonds will be issued in fully registered form and, when issued, will be registered in the name of Cede & Co., as registered owner and nominee of DTC. DTC will act as securities depository for the Series 2019A Senior Bonds. Individual purchases may be made in book-entry form only. Purchasers will not receive certificates representing their interest in the Series 2019A Senior Bonds purchased. So long as Cede & Co., as nominee of DTC, is the registered owner of the Series 2019A Senior Bonds, references herein to the Owners or registered owners will mean Cede & Co. and will not mean the Beneficial Owners of the Series 2019A Senior Bonds.

So long as Cede & Co. is the registered owner of the Series 2019A Senior Bonds, principal of and interest on the Series 2019A Senior Bonds are payable by wire transfer by U.S. Bank National Association, as fiscal agent (the "Fiscal Agent") to Cede & Co., as nominee for DTC, which is required, in turn, to remit such amounts to the DTC participants for subsequent disbursement to the Beneficial Owners. See "APPENDIX F—BOOK-ENTRY-ONLY SYSTEM."

See Appendix B for a summary of certain provisions of the Senior Resolution, including, without limitation, certain covenants of the Board, provisions relating to amendments of the Senior Resolution and procedures for defeasance of the Series 2019A Senior Bonds.

Redemption of Series 2019A Senior Bonds

Optional Redemption. The Series 2019A Senior Bonds maturing on or before May 15, 20__ are not subject to redemption prior to maturity. The Series 2019A Senior Bonds maturing on or after May 15, 20__ are subject to redemption prior to maturity, at the option of the Board, as a whole or in part on any date, on or after May 15, 20__, at a redemption price equal to 100% of the principal amount of the Series 2019A Senior Bonds to be redeemed, plus accrued interest thereon to the date fixed for redemption, without premium.

Mandatory Sinking Fund Redemption. The Series 2019A Senior Bonds maturing on May 15, 20__ will be called prior to maturity and redeemed at a redemption price equal to the par amount thereof from Mandatory Sinking Account Payments which have been deposited in the Principal Account, in the amounts and upon the dates as follows:

Payment Date (May 15)	Amount

[1] Final Maturity

The Series 2019A Senior Bonds maturing on May 15, 20__ will be called prior to maturity and redeemed at a redemption price equal to the par amount thereof from Mandatory Sinking Account Payments which have been deposited in the Principal Account, in the amounts and upon the dates as follows:

Payment Date (May 15)	**Amount**

[1] Final Maturity

Selection of Series 2019A Senior Bonds to be Redeemed. Redemption of the Series 2019A Senior Bonds will only be in Authorized Denominations. The Series 2019A Senior Bonds are subject to redemption in such order of maturity and interest rate as the Board may direct and by lot within such maturity and interest rate selected in such manner as the Fiscal Agent (or DTC, as long as DTC is the securities depository for the Series 2019A Senior Bonds), deems appropriate.

Notice of Redemption; Conditional Notice of Optional Redemption. Each notice of redemption will be mailed by the Fiscal Agent, not less than 30 nor more than 60 days prior to each redemption date, to each Owner (DTC, so long as the book-entry system with DTC is in effect) of the Series 2019A Senior Bonds selected for redemption. Each notice of redemption will state the date of such notice, the date of issue of the Series 2019A Senior Bonds, the date fixed for redemption, the redemption price, the place or places of redemption (including the name and appropriate address or addresses of the Fiscal Agent), the maturity date, the interest rate and CUSIP number of the Series 2019A Senior Bonds to be redeemed, if less than all Series 2019A Senior Bonds of a maturity and interest rate are to be redeemed, the distinctive certificate numbers of the Series 2019A Senior Bonds of such maturity and interest rate to be redeemed, and the principal amount of the Series 2019A Senior Bonds to be redeemed. Except as described in the following paragraph with respect to an optional redemption of the Series 2019A Senior Bonds, each such notice will also state that on said date there will become due and payable on each of said Series 2019A Senior Bonds called for redemption the redemption price thereof, or of said specified portion of the principal amount thereof in the case of a Series 2019A Senior Bond to be redeemed in part only, together with interest accrued thereon to the date fixed for redemption, and that from and after such redemption date, interest thereon will cease to accrue, and will require that such Series 2019A Senior Bonds be then surrendered at the address or addresses of the Fiscal Agent specified in the redemption notice. Neither the failure of any Owner of Series 2019A Senior Bonds to receive notice or any defect in any such notice will affect the sufficiency of the proceedings for redemption.

The Board may cause the Fiscal Agent to provide that, if at the time of mailing of notice of an optional redemption there has not been deposited with the Treasurer of the City (the "Treasurer"), the Fiscal Agent, an escrow agent or other fiduciary, in trust, moneys sufficient to redeem all the applicable Series 2019A Senior Bonds called for redemption, such notice may state that it is conditional, that is, subject to the deposit of the redemption moneys with the Treasurer, the Fiscal Agent, an escrow agent or other fiduciary on or before the scheduled redemption date, and that such notice will be of no effect unless such moneys are so deposited. In the event sufficient moneys are not on deposit on the scheduled redemption date, the redemption will be canceled and notice of such cancellation will be mailed to the Owners of such Series 2019A Senior Bonds.

Effect of Notice of Redemption. Notice having been given in the manner described above under the caption "Notice of Redemption; Conditional Notice of Optional Redemption," if on the redemption date, moneys for the redemption of all the Series 2019A Senior Bonds or portions thereof to be redeemed on such date, together with interest to the redemption date, will be available therefor on said date then, from and after the redemption date such Series 2019A Senior Bonds so called for redemption will cease to accrue and become payable.

SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2019A SENIOR BONDS

Following is a summary of certain provisions of the Senior Resolution, including but not limited to sections of the Senior Resolution detailing the pledge of Revenues, the rate covenant, the flow of funds, the issuance of additional Senior Bonds, and the Investments. These summaries do not purport to be comprehensive or definitive. See Appendix B for a more complete description of these provisions of the Senior Resolution. See also "APPENDIX E—AMENDMENTS TO MASTER SENIOR RESOLUTION."

Pledge of Revenues

The Series 2019A Senior Bonds are special, limited obligations of the City and are secured by a pledge of and lien upon and will be a charge upon and will be payable solely from the Revenues and certain funds and accounts pledged under the Senior Resolution.

Under the Senior Resolution, the Board has pledged, placed a charge upon and assigned all Revenues to secure the payment of all principal of, premium, if any, and interest on the Senior Bonds in accordance with their respective terms, without priority or distinction of one over the other, subject only to the provisions of the Senior Resolution permitting the application thereof for the purposes and on the terms and conditions provided therein. "Revenues" means all revenues and all money secured or collected for the benefit of and received by the Board from or arising out of the use or operation of the Port, including, without limitation, all tolls, charges, rentals, compensations or fees required to be paid for services, franchises or licenses, as permitted or required by the Charter or otherwise by law, ordinance or order, to the City for the operation of any public service utility upon lands and waters under the control and management of the Harbor Department and all investment earnings credited to the Harbor Revenue Fund and not required to be credited to a sub-fund, excepting therefrom any revenues arising from any lease, contract or other agreement providing for the drilling for, developing, producing, extracting, taking or removing, storing and disposing of oil, gas or other hydrocarbon substances from the tide and submerged lands granted to the City by the State.

As used in this Official Statement, "Port of Long Beach" or "Port" means the entire harbor system subject to and under the jurisdiction of the Board as defined in the Charter, and including, without limitation, all harbor or port improvements, works, utilities, appliances, facilities and water craft, owned, controlled or operated by the City in or upon or pertaining to the waterfront or navigable waters of the City as such system now exists together with all additions acquired, constructed or financed with surplus revenues or funds derived from the sale of indebtedness authorized by the Master Senior Resolution or any subsequent resolution of the Board, together with all improvements and extensions to said system later constructed or acquired.

The Board, on behalf of the City, also has pledged all amounts on deposit in the Principal Account and the Interest Account of the Bond Service Fund, to secure payment of the Senior Bonds without priority or distinction of one over the other. In all cases, such pledges are subject only to the provisions of the Senior Resolution permitting the application thereof for the purposes and on the terms and conditions provided in the Senior Resolution. See "—Flow of Funds" below.

The principal of and interest on any Series 2019A Senior Bonds are not a debt of the City nor a legal or equitable pledge, charge, lien or encumbrance upon any of its property or upon any of its income, receipts or revenues, except the Revenues and the funds and accounts which are pledged to the payment of the Series 2019A Senior Bonds and interest thereon. The general fund of the City is not liable for the payment of any Series 2019A Senior Bonds or interest thereon, nor is the credit or taxing power of the City pledged for the payment of any Series 2019A Senior Bonds or interest thereon. An Owner of any Series 2019A Senior Bond may not compel the exercise of the taxing power by the City or the forfeiture of any of its property.

Rate Covenant

The Master Senior Resolution provides that the City, acting by and through the Board, shall prescribe, revise and collect such charges, rentals, compensation or fees required to be paid for services, franchises, leases or licenses, as permitted or required by the Charter or otherwise by law, ordinance or order, to the City for operation upon lands and waters under the control and management of the Board, which, after making allowances for contingencies and error in the estimates, produce Revenues in each Fiscal Year equal to 1.25 times Maximum Annual Debt Service on the Senior Bonds and which are sufficient, taking into account all other moneys available or reasonably expected to be available to the Harbor Department, to pay the following amounts:

(a) the interest on and principal of all Outstanding Senior Bonds as the same becomes due and payable;

(b) all payments required for compliance with the Senior Resolution including payments required to be made into any reserve fund required to be maintained pursuant to any Supplemental Senior Resolution;

(c) the interest on and principal of all outstanding Subordinate Obligations (including the Subordinate Revolving Obligations and the 2014 Subordinate TIFIA Loan (provided the Harbor Department decides to drawdown the loan)), and any payments required to be made into any reserve fund established with respect to the Subordinate Obligations;

(d) all Maintenance Costs; and

(e) all payments required to meet any other obligations of the City, such as the payment of the Harbor Department's Shortfall Advances (as defined herein) and Surety Obligation Payments (as defined herein), which are charges, liens and encumbrances upon or payable from the Revenues.

See "OUTSTANDING OBLIGATIONS AND DEBT SERVICE SCHEDULE" for additional information on the Outstanding Senior Bonds and Subordinate Obligations.

Flow of Funds

The Charter and the Master Senior Resolution require all Revenues of the Harbor Department to be deposited with the Treasurer and placed in the Harbor Revenue Fund established by the Charter. From Revenues on deposit in the Harbor Revenue Fund, the Treasurer is required to transfer to the Bond Service Fund established under the Master Senior Resolution and maintained by the Treasurer and any reserve fund established for a Series of Senior Bonds under a Supplemental Senior Resolution adopted in connection with the issuance of Senior Bonds, amounts sufficient to pay the principal, premium, if any, and interest on the Senior Bonds and to maintain in such funds the balances required by the Master Senior Resolution and any Supplemental Senior Resolution adopted in accordance therewith. The Master Senior Resolution requires that all Revenues remaining in the Harbor Revenue Fund after making such transfers will be used *first*, to pay the principal, premium, interest, other payment obligations and reserve fund requirements of any Subordinate Obligations, and *second*, to pay the reasonable expenses of management and other expenses necessary to operate, maintain and preserve the Port in good repair and working order ("Maintenance Costs"). After the payment of Maintenance Costs, remaining Revenues constitute surplus revenues and may be used for any lawful purpose. The Board's obligation to make the Shortfall Advances and the Surety Obligation Payments in connection with the Alameda Corridor (as defined herein) is payable from surplus revenues. For a description of the Shortfall Advances, the Surety Obligation Payments and the Alameda Corridor, see "OUTSTANDING OBLIGATIONS AND DEBT SERVICE SCHEDULE—Other Obligations—ACTA Shortfall Advances and Surety Obligation Payments" herein. The pledge of Revenues to secure the payment of principal of, premium, if any, and interest on the Senior Bonds is irrevocable until all such obligations are no longer deemed outstanding. For a further description of the flow of funds and a description of the funds and accounts established and maintained under the Senior Resolution, see "APPENDIX B—SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR RESOLUTION—MASTER SENIOR RESOLUTION—Application of Funds and Accounts."

No debt service reserve fund will be established to secure the payment of the principal of and interest on the Series 2019A Senior Bonds. See "CERTAIN INVESTMENT CONSIDERATIONS - No Reserve Fund Established for Series 2019A Senior Bonds; Reserve Funds Established for Certain Existing Senior Bonds Not Available for Series 2019A Senior Bonds"

Funds Held by Third Parties

Pursuant to Resolution No. HD-1940 (the "Sixth Supplemental Senior Resolution") adopted by the Board on November 2, 1998, the Treasurer is authorized to appoint and engage agents as may be appropriate to perform the duties and obligations of the Treasurer to establish and maintain certain funds and accounts (except the Harbor Revenue Fund). In connection with the issuance of the Series 2019A Senior Bonds, the Treasurer will enter into a trustee services agreement with U.S. Bank National Association to establish and maintain the [Series 2019A Construction Fund,] the Series 2019A Costs of Issuance Fund and the Series 2019A Rebate Fund. All such funds will be held in trust, disposed of and invested in accordance with instructions given by the Treasurer. None of such funds are pledged under the Senior Resolution to secure the Series 2019A Senior Bonds.

Additional Senior Bonds

Under the Master Senior Resolution, the City, acting by and through the Board, has covenanted that it will not incur any indebtedness having any priority in payment from Revenues over the Senior Bonds (including the Series 2019A Senior Bonds).

Under the Master Senior Resolution, the Board, on behalf of the City, has covenanted not to issue additional Senior Bonds payable from and secured by Revenues on parity with the Existing Senior Bonds and the Series 2019A Senior Bonds unless (a) such additional Senior Bonds are issued to pay or discharge outstanding Senior Bonds ("Refunding Senior Bonds"), or (b) at the time such additional Senior Bonds are issued (i) the City is not in default under the terms of the Master Senior Resolution and (ii) either (A) the Net Revenues for the last completed Fiscal Year or the 12-month period ended not more than one month before the issuance or incurrence of such additional Senior Bonds as set forth in a certificate of the Board or (B) the estimated Net Revenues for the 12-month period when the improvements or extensions to the Port financed with the proceeds of the additional Senior Bonds will be in operation as estimated by and set forth in a certificate of an independent certified public accountant or an independent engineer appointed by the Board, amount to at least 1.25 times Maximum Annual Debt Service on all Senior Bonds outstanding immediately subsequent to the issuance of such additional Senior Bonds.

"Net Revenues" means, for any period, Revenues for such period less Maintenance Costs for such period. For purposes of determining compliance with clauses (b)(ii)(A) and (B) in the above paragraph, there may be included in Net Revenues either or both of the following: (1) an allowance for any increase in Net Revenues (including, without limitation, a reduction in Maintenance Costs) which may arise from any additions to and extensions and improvements to the Port to be made or acquired with the proceeds of such additional Senior Bonds or with the proceeds of Senior Bonds previously issued or incurred and also for increases in Net Revenues from any additions, extensions or improvements which have been made or acquired with moneys from any source but which, during the Fiscal Year or 12-month period used for the calculation, were not in service, all in an amount equal to the estimated additional average annual Net Revenues to be derived from such additions, extensions and improvements for the first 36-month period in which each addition, extension or improvement is respectively to be in operation, all as shown by the certificate or opinion of a qualified independent engineer employed by the Board; and/or (2) an allowance for earnings arising from any increase in the charges made for the use of the Port which has become effective prior to the issuance of such additional Senior Bonds, but which, during the last completed Fiscal Year or 12-month period, was not in effect, in an amount equal to the amount by which the Net Revenues would have been increased if such increase in charges had been in effect during the whole of such Fiscal Year or last completed 12-month period, as shown by the certificate or opinion of a qualified independent engineer employed by the Board.

The Board will provide the additional bonds certificate described in clause (b)(ii)(A) above with respect to the issuance of the Series 2019A Senior Bonds. The Master Senior Resolution does not restrict the City from issuing or incurring indebtedness having a lien upon Revenues which is subordinate to that of the Senior Bonds.

Investments

All moneys in any of the funds and accounts held by the Treasurer and its agents and established pursuant to the Senior Resolution will be invested solely in Investment Securities maturing or available on demand not later than the date on which it is estimated that such moneys will be required by the Treasurer. See “FINANCIAL DATA—Investment Policy” for further information on the City’s investment policy.

OUTSTANDING OBLIGATIONS AND DEBT SERVICE SCHEDULE

Outstanding Senior Bonds

Pursuant to the Master Senior Resolution, the City, acting by and through the Board, issued the Existing Senior Bonds, which as of June 1, 2019, were outstanding in the aggregate principal amount of $901,875,000. The following table sets forth the Existing Senior Bonds which have been issued and were outstanding as of June 1, 2019.

TABLE 1
Harbor Department of the City of Long Beach
Existing Senior Bonds
(as of June 1, 2019)

Existing Senior Bonds	Original Principal Amount	Principal Amount Outstanding	Final Maturity Date
Series 2010A	$200,835,000	$97,745,000	5/15/2025
Series 2010B	158,085,000	109,200,000	5/15/2027
Series 2014B	20,570,000	11,700,000	5/15/2027
Series 2015A	44,845,000	33,115,000	5/15/2023
Series 2015B	20,130,000	20,130,000	5/15/2025
Series 2015C	66,085,000	66,085,000	5/15/2032
Series 2015D	66,865,000	66,865,000	5/15/2042
Series 2017A	101,610,000	101,610,000	5/15/2040
Series 2017B	25,985,000	25,985,000	5/15/2043
Series 2017C	42,660,000	42,660,000	5/15/2047
Series 2018A	327,050,000[1]	327,050,000	12/15/2020
Total	$1,074,720,000	$901,875,000	

[1] The Harbor Department expects to pay a portion of the Series 2018A Senior Notes with the proceeds of the 2014 Subordinate TIFIA Loan. See "—Outstanding Subordinate Obligations (2014 Subordinate TIFIA Loan and Subordinate Revolving Obligations)— 2014 Subordinate TIFIA Loan."
Source: Harbor Department.

Senior Bonds Debt Service Requirements

The following table sets forth the debt service requirements of the Existing Senior Bonds. See "—Future Financings (Additional Senior Bonds and Subordinate Obligations)" below for a discussion of the Board's plans to issue additional Senior Bonds.

TABLE 2
Harbor Department of the City of Long Beach
Senior Bonds Debt Service Requirements[1]

Bond Year Ending May 15	Total Debt Service Requirements for Existing Prior Senior Bonds	Principal Requirements for Series 2019A Senior Bonds	Interest Requirements for Series 2019A Senior Bonds	Total Senior Bonds Debt Service
2020	$68,264,105[(2)]			
2021	76,144,100 [(3)]			
2022	65,917,350			
2023	65,109,100			
2024	65,113,600			
2025	65,065,500			
2026	46,613,000			
2027	41,439,750			
2028	25,381,500			
2029	26,584,250			
2030	25,386,750			
2031	25,379,500			
2032	25,379,250			
2033	21,879,000			
2034	21,877,000			
2035	21,880,250			
2036	21,882,000			
2037	21,885,750			
2038	21,879,750			
2039	21,882,750			
2040	21,882,500			
2041	20,522,250			
2042	20,523,000			
2043	11,863,000			
2044	11,863,250			
2045	11,860,250			
2046	11,863,000			
2047	11,865,000			
Total	**$897,186,505**			

(1) Numbers may not sum due to rounding.
(2) Does not include $16,352,500 of interest with respect to Series 2018A Senior Notes to be paid from capitalized interest.
(3) Does not include $325,000,000 of the principal of the Series 2018A Senior Notes due on December 15, 2020, which the Harbor Department expects to pay with the proceeds of the 2014 Subordinate TIFIA Loan.
Source: Harbor Department and Public Resources Advisory Group.

Senior Debt Service Coverage

A summary of Revenues, Maintenance Costs, Net Revenues, Senior Debt Service and debt service coverage for Fiscal Years 2014 through 2018 is presented below.

TABLE 3
Harbor Department of the City of Long Beach
Senior Debt Service Coverage
($000's)

Fiscal Year	Revenues[1]	Maintenance Costs[2]	Net Revenues[3]	Senior Debt Service[4]	Senior Debt Service Coverage	
					Gross[5]	Net[6]
2014	$360,016	$108,455	$251,561	$79,738	4.5	3.2x
2015	359,486	133,771	225,715	78,363	4.6	2.9
2016	365,298	143,873	221,425	73,026	5.0	3.0
2017	382,716	142,641	240,076	72,076	5.3	3.3
2018	406,486	139,259	267,227	79,568	5.1	3.4

[1] Calculated in accordance with the provisions of the Master Senior Resolution. Includes Total Port Operating Revenue and Interest Income as shown in "Table 12, Harbor Department of the City of Long Beach, Comparative Summary of Statements of Revenues and Expenses" set forth below.
[2] Calculated in accordance with the provisions of the Master Senior Resolution. Includes all Port Operating Expenses excluding Depreciation and Amortization as shown in "Table 12, Harbor Department of the City of Long Beach, Comparative Summary of Statements Revenues and Expenses" set forth below.
[3] Revenues less Maintenance Costs.
[4] Includes debt service on all Senior Bonds, except for principal and interest paid with moneys other than Revenues (i.e., capitalized interest). The principal of the Harbor Revenue Short-Term Notes, Series 2014C in the principal amount of $325 million was paid with proceeds of the Series 2018A Senior Notes on November 15, 2018.
[5] Revenues divided by Senior Debt Service.
[6] Net Revenues divided by Senior Debt Service.
Source: Revenues and Maintenance Costs are derived from the Harbor Department's audited financial statements for Fiscal Years 2014-2018.

Outstanding Subordinate Obligations (2014 Subordinate TIFIA Loan and Subordinate Revolving Obligations)

2014 Subordinate TIFIA Loan. The City, acting by and through the Board, entered into the 2014 Subordinate TIFIA Loan Agreement with the TIFIA Lender, pursuant to which the TIFIA Lender, subject to certain conditions, agreed to make the 2014 Subordinate TIFIA Loan to the City, acting by and through the Board, in an amount not to exceed $325 million. The proceeds of the 2014 Subordinate TIFIA Loan, if drawn, will be used by the Harbor Department to finance and refinance the costs of the Gerald Desmond Bridge Replacement Project. See "CAPITAL DEVELOPMENT PROGRAM—2019-28 Capital Plan—Gerald Desmond Bridge Replacement Project."

The proceeds of the 2014 Subordinate TIFIA Loan are expected to be drawn, if ever, no later than one year after substantial completion of the Gerald Desmond Bridge (i.e. when the bridge is open to all traffic). Pursuant to the terms of Third Supplemental Subordinate Resolution, the Board has reserved the right (but is not obligated to) use all or a portion of the proceeds of the 2014 Subordinate TIFIA Loan to pay a portion of the principal of the Series 2018A Senior Notes on their maturity date (December 15, 2020), or any obligations that may be issued to refinance the Series 2018A Senior Notes, and/or to pay additional federally eligible costs of the Gerald Desmond Bridge Replacement Project.

Disbursement of the proceeds of the 2014 Subordinate TIFIA Loan is subject to certain conditions precedent, including, among others, the following: (a) certain conditions precedent that were satisfied in connection with the execution and delivery of the 2014 Subordinate TIFIA Loan Agreement must continue to remain in place, including, among others, the 2014 Subordinate TIFIA Loan needs to be rated at least "A-" by two rating agencies (as of the date hereof, the 2014 Subordinate TIFIA Loan is rated "AA-" by Fitch Ratings and "AA-" by S&P Global Ratings); (b) substantial completion of the Gerald Desmond Bridge Replacement Project must have occurred; (c) an updated financial plan, acceptable to the TIFIA Lender, must be provided, demonstrating that projected Revenues and Subordinate Revenues will be sufficient to satisfy the rate coverage ratios set forth in the 2014 Subordinate TIFIA Loan Agreement; (d) all applicable insurance policies with respect to the Port must be in full force and effect; (e) if the Gerald Desmond Bridge Replacement Project has not yet been transferred to Caltrans, all applicable permits and governmental approvals necessary to operate and maintain the new bridge must be in full force and effect; (f) no event of default under the 2014 Subordinate TIFIA Loan Agreement, the Master Subordinate Resolution or the Third Supplemental Subordinate Resolution shall have occurred and be continuing; (g) all of the representations and warranties of the City, acting by and through the Board, set forth in the 2014 Subordinate TIFIA Loan Agreement must be true and correct in all material respects as of the date of disbursement; and (h) no material adverse change in (i) the business, operations, properties or condition (financial or otherwise) of (A) the Port, or (B) if the Gerald Desmond Bridge Replacement Project has not yet been transferred to Caltrans, the new bridge, (ii) the legality, validity or enforceability of any material provision of any the 2014 Subordinate TIFIA Loan Agreement, the Master Subordinate Resolution or the Third Supplemental Subordinate Resolution, (iii) the ability of the City, acting by and through the Board, to perform or comply with any of its material obligations under any of the 2014 Subordinate TIFIA Loan Agreement, the Master Subordinate Resolution or the Third Supplemental Subordinate Resolution, (iv) the validity, perfection or priority of the senior Revenue lien or the subordinate Revenue lien or (v) the TIFIA Lender's rights or remedies available under any of the 2014 Subordinate TIFIA Loan Agreement, the Master Subordinate Resolution or the Third Supplemental Subordinate Resolution, shall have occurred and be continuing since the date the Harbor Department first submitted its application to the TIFIA Lender for the 2014 Subordinate TIFIA Loan.

The 2014 Subordinate TIFIA Loan, if and when made, will be secured by a pledge of Subordinate Revenues (consisting of Revenues minus the payment of debt service on the Senior Bonds (including the Series 2019A Senior Bonds) and the required deposits to any debt service reserve fund established with respect to the Senior Bonds) on parity with the Subordinate Revolving Obligations. The final maturity date of the 2014 Subordinate TIFIA Loan will be no more than 35 years after substantial completion of the Gerald Desmond Bridge. Pursuant to the provisions of the 2014 Subordinate TIFIA Loan Agreement, the TIFIA Lender has the right to accelerate the payment of the principal of and interest on the 2014 Subordinate TIFIA Loan upon the occurrence of certain events of default set forth in the 2014 Subordinate TIFIA Loan Agreement. See "CERTAIN INVESTMENT CONSIDERATIONS—Remedies Upon Default."

Subordinate Revolving Obligations. Pursuant to the Master Subordinate Resolution, the Subordinate Revolving Obligations Supplemental Resolutions and the Subordinate Revolving Obligations Credit Agreement, the City, acting by and through the Board, is authorized to issue and have outstanding, from time to time, up to $200 million in aggregate principal amount of its Subordinate Revolving Obligations. As of June 1, 2019, there were no Subordinate Revolving Obligations outstanding. The Subordinate Revolving Obligations are secured by a pledge of Subordinate Revenues on parity with the 2014 Subordinate TIFIA Loan (if drawn). All Subordinate Revolving Obligations issued by the City, acting by and through the Board, are purchased by the Subordinate Revolving Obligations Bank (MUFG Union Bank, N.A.) in accordance with the terms of the Subordinate Revolving Obligations Credit Agreement. Pursuant to the terms of the Subordinate Revolving Obligations Credit Agreement, the Subordinate Revolving Obligations bear interest at floating rates set forth in the Subordinate Revolving Obligations Credit Agreement. Except as otherwise provided in the Subordinate Revolving Obligations Credit Agreement, the principal of all Subordinate Revolving Obligations outstanding is due and payable on May 13, 2022. However, subject to the terms of the Subordinate Revolving Obligations Credit Agreement, on May 13, 2022, the City, acting by and through the Board, can convert any outstanding Subordinate Revolving Obligations to a term loan that will be payable over a three year period after the May 13, 2022 maturity date. Pursuant to the provisions of the Subordinate Revolving Obligations Credit Agreement, the Subordinate Revolving Obligations Bank has the right to accelerate the payment of the principal of and interest on the Subordinate Revolving Obligations upon the occurrence of certain events of default set forth in the Subordinate Revolving Obligations Credit Agreement. See "CERTAIN INVESTMENT CONSIDERATIONS—Remedies Upon Default."

Future Financings (Additional Senior Bonds and Subordinate Obligations)

See "CAPITAL DEVELOPMENT PROGRAM—Funding Sources of 2019-28 Capital Plan" for a discussion of the Harbor Department's plans to issue additional Senior Bonds and/or Subordinate Obligations in the future to finance a portion of the costs of the 2019-28 Capital Plan.

In addition to the 2014 Subordinate TIFIA Loan, in April 2018, the Harbor Department submitted a letter of interest with the TIFIA Lender requesting that the TIFIA Lender make the Additional Subordinate TIFIA Loan to the Harbor Department (currently requested in the amount of $145 million) to finance and/or refinance additional costs of the Gerald Desmond Bridge Replacement Project. As of the date of this Official Statement, the TIFIA Lender is in the process of reviewing the letter of interest. If after reviewing the letter of interest the TIFIA Lender invites the Harbor Department to apply for a loan and such application is approved by the TIFIA Lender, the Harbor Department anticipates that the Additional Subordinate TIFIA Loan will be secured by a pledge of Subordinate Revenues on parity with the 2014 Subordinate TIFIA Loan and the Subordinate Revolving Obligations.

Additionally, the City, acting by and through the Board, may issue additional Senior Bonds and/or additional Subordinate Obligations in the future to refund outstanding Senior Bonds and/or Subordinate Obligations.

Other Obligations

ACTA Shortfall Advances and Surety Obligation Payments. In 1999, the Alameda Corridor Transportation Authority ("ACTA") issued and entered into obligations to finance a portion of the cost of the design and construction of a 20-mile long, multiple-track rail system linking the railyards and tracks at the Port and the Port of Los Angeles (together, the "San Pedro Bay Ports") with the Railroads' (as defined in the following paragraph) transcontinental mainlines originating near downtown Los Angeles (the "Alameda Corridor"). See "THE PORT OF LONG BEACH—Current Port Facilities—General." The Alameda Corridor was financed with contributions from the Harbor Department and the Port of Los Angeles, proceeds of taxable and tax-exempt bonds issued by ACTA, a federal loan (which was prepaid in May 2004 with the proceeds of subordinate taxable and tax-exempt bonds issued by ACTA), a grant from the Los Angeles County Metropolitan Transportation Authority, and various other grant moneys. As of March 31, 2019, ACTA had outstanding approximately $2.075 billion aggregate principal/accreted value of taxable and tax-exempt bonds (collectively, the "ACTA Obligations").

On October 12, 1998, the City, acting by and through the Board, the City of Los Angeles, acting by and through its Board of Harbor Commissioners, ACTA, the Union Pacific Railroad Company ("Union Pacific"), and BNSF Railway Company (formerly known as The Burlington Northern and Santa Fe Railway Company) ("BNSF" and together with Union Pacific, the "Railroads") entered into the Alameda Corridor Use and Operating Agreement, as amended (the "ACTA Operating Agreement"). The ACTA Operating Agreement governs the administration, operation and maintenance of the Alameda Corridor and the collection and application of use fees, container charges, maintenance and operation charges and Shortfall Advances. The ACTA Obligations are payable from the use fees and container charges, payable by the Railroads, and from Shortfall Advances.

The ACTA Operating Agreement requires the Harbor Department and the Port of Los Angeles, severally and not jointly, to make payments (the "Shortfall Advances") in the event the amount of use fees and container charges collected from the Railroads are not sufficient to make the debt service payments on the ACTA Obligations. Pursuant to the ACTA Operating Agreement, the Harbor Department and the Port of Los Angeles are each obligated to make up one-half of any deficiency in the payment of debt service on the ACTA Obligations. However, the Harbor Department and the Port of Los Angeles are liable only for a maximum of 40% (20% each) of the total amount of debt service due in each year on the ACTA Obligations. Additionally, neither the Harbor Department nor the Port of Los Angeles is required to make Shortfall Advances that should have been paid by the other party. Based upon the June 30, 2018 outstanding amount of the ACTA Obligations, the Harbor Department and the Port of Los Angeles are potentially liable for a maximum of approximately $1.5 billion (the Harbor Department and the Port of Los Angeles each being liable for approximately $750 million) of debt service payments on the ACTA Obligations through 2037. Pursuant to the ACTA Operating Agreement, the Harbor Department is obligated to include any forecasted Shortfall Advances in its budget for each Fiscal Year. The Harbor Department and the Port of Los Angeles were first required to pay Shortfall Advances in calendar year 2011 when they paid a total of $5.9 million ($2.95 million each) for debt service payments due on October 1, 2011. The Harbor Department and the Port of Los Angeles were again required to pay Shortfall Advances in calendar year 2012 when they paid a total of $5.9 million ($2.95 million each) for debt service payments due on October 1, 2012. Since the 2012 payment, the Harbor Department and the Port of Los Angeles have not been required to pay Shortfall Advances.

In May 2016, ACTA issued its Tax-Exempt Subordinate Lien Revenue Refunding Bonds, Series 2016A, and Tax-Exempt Second Subordinate Lien Revenue Refunding Bonds, Series 2016B Bonds (collectively, the "Series 2016 ACTA Bonds"), the proceeds of which were used to, among other things, refund a portion of ACTA's outstanding Tax-Exempt Subordinate Lien Revenue Bonds, Series 2004A Bonds. The issuance of the Series 2016 ACTA Bonds included extending the payment of principal that was scheduled to mature in Fiscal Years 2017 through 2026, and thereby the projected Shortfall Advances that the Harbor Department and the Port of Los Angeles were expected to make in those years were eliminated. Although this restructuring increased the overall amount of the debt service on the outstanding ACTA bonds, it generated significant relief from projected Shortfall Advances for the Harbor Department and the Port of Los Angeles through Fiscal Year 2026. The Harbor Department expects that it (and the Port of Los Angeles) may be required to make one or more additional Shortfall Advances between 2026 and 2037, however, as of the date of this Official Statement, the Harbor Department cannot predict either the amount or timing of any such Shortfall Advances.

In connection with ACTA's issuance of $83,710,000 of its Taxable Senior Lien Revenue Refunding Bonds, Series 2012 (the "Series 2012 ACTA Bonds"), the Harbor Department and the Port of Los Angeles entered into a debt service reserve surety agreement (the "Series 2012 ACTA Surety Agreement"). Pursuant to the Series 2012 ACTA Surety Agreement, the Harbor Department and the Port of Los Angeles each agreed to make individual payments of up to $3.6 million (the "Surety Obligation Payments") to pay the principal of and interest on the Series 2012 ACTA Bonds in the event the amount of use fees and container charges collected from the Railroads are not sufficient to make the debt service payments on the Series 2012 ACTA Bonds. The Harbor Department's (and the Port of Los Angeles') obligation under the Series 2012 Surety Agreement will decrease as deposits, if any, are made to the debt service reserve fund established for the Series 2012 ACTA Bonds. Since the execution of the Series 2012 ACTA Surety Agreement through October 31, 2018, ACTA has made cash deposits of approximately $6.1 million to the debt service reserve fund for the Series 2012 ACTA Bonds, thereby reducing the Surety Obligation Payments to a maximum of approximately $550,000 for each of the Harbor Department and the Port of Los Angeles. The Harbor Department's (and the Port of Los Angeles's) obligation under the Series 2012 Surety Agreement to make the Surety Obligation Payments will decrease further to the extent that deposits, if any, are made to the debt service reserve fund for the Series 2012 ACTA Bonds. According to ACTA, deposits are scheduled to be made to the debt service reserve fund for the Series 2012 ACTA Bonds each October 1 in an amount of approximately $1 million, so that the debt service reserve fund for the Series 2012 ACTA Bonds will be fully funded by October 1, 2019.

The Harbor Department is obligated to make the Shortfall Advances and the Surety Obligation Payments from any legally available source of excess revenues after making all payments due with respect to the Senior Bonds (including the Series 2019A Senior Bonds) and the Subordinate Obligations, and the payment of all Maintenance Costs. The Harbor Department's obligation to make Shortfall Advances and Surety Obligation Payments is to continue even though use fees may be abated as a result of complete blockage of the rail corridor for more than five days. Shortfall Advances and Surety Obligation Payments are to be reimbursed to the Harbor Department and the Port of Los Angeles from use fees and container charges to the extent available, after payment of debt service on the ACTA Obligations, the funding of any reserves associated with the ACTA Obligations, the payment of maintenance and operating expenses of the Alameda Corridor, and the payment of administrative and other amounts.

Transfers to City. Pursuant to Chapter XII, Section 1209(c)(4) of the Charter, at the beginning of each Fiscal Year, by a two-thirds vote of the members of the City Council of the City (the "City Council") may determine that an amount not to exceed 5% of the gross operating revenues of the Harbor Department for the previous Fiscal Year shall be transferred from the Harbor Revenue Fund to the City's Tideland's Operating Fund. Any amounts transferred to the City's Tideland's Operating Fund must be approved by a majority of all members of the Board. When approving any transfer, the Board must determine that the amount to be transferred will not be needed for Harbor Department operations, including, without limitation, operating expenses and capital projects, and that such transfer will not result in insufficient funds to pay the principal and interest on the Senior Bonds, or otherwise impair the ability to meet covenants with respect to the Senior Bonds. The Harbor Department transferred approximately $19.1 million (5% of the Harbor Department's Fiscal Year 2017 gross operating revenue) from the Harbor Revenue Fund to the City's Tideland's Operating Fund for the Fiscal Year ended September 30, 2018. The Harbor Department expects to transfer approximately $20.1 million (5% of the Harbor Department's Fiscal Year 2018 gross operating revenue) from the Harbor Revenue Fund to the City's Tideland's Operating Fund during Fiscal Year 2019. The Board expects that for the foreseeable future transfers will continue to be made each Fiscal Year from the Harbor Revenue Fund to the City's Tideland's Operating Fund.

Repayment Obligations. Under certain circumstances the obligation of the Board, pursuant to a written agreement, to reimburse the provider of a credit facility or a liquidity facility (a "Repayment Obligation") may be secured by a pledge of and lien on Revenues on parity with the Senior Bonds. If a credit provider or liquidity provider advances funds to pay principal or the purchase price of or the interest on Senior Bonds, all or a portion of the Board's Repayment Obligation may be afforded the status of a Senior Bond under the Senior Resolution. The Board currently does not have any Repayment Obligations outstanding.

Harbor Department Internal Debt Management Policy

As part of its Debt Management Policy (which was approved via ordinance in 2011 by the Board), the Harbor Department is required to (a) maintain a minimum debt service coverage ratio ([operating revenue plus interest income minus operating expenses before depreciation and amortization] divided by [annual debt service on all of the Harbor Department's debt]) of 2.0, and (b) maintain a minimum unrestricted cash balance of 600 days of prior Fiscal Year operating expenses (before depreciation and amortization). This policy is an internal guide for the Harbor Department and if not maintained will not be an event of default under the Senior Resolution. Although the Board currently intends to maintain these requirements in the Debt Management Policy, the Board could take future actions that reduce or eliminate these requirements.

THE PORT OF LONG BEACH

General

According to the American Association of Port Authorities, the Port was the number two-ranked container port in the nation in terms of container cargo for the year ended December 31, 2018. The facilities at the Port moved approximately 8.1 million TEUs for the year ended December 31, 2018. According to statistics compiled by Alphaliner, during calendar year 2018, the Port was the 20th busiest container port in the world. See "CERTAIN INVESTMENT CONSIDERATIONS—Port Competition" for additional information about the Port's competitors. The Port is a harbor complex located two miles from open sea in an 11.9 square-mile area (the "Harbor District") within the City and on 359 acres of the City of Los Angeles adjacent to the City. The Port is held in trust by the City pursuant to certain tideland and submerged land grants from the State to the City and is operated by the Harbor Department. The Harbor Department was created in 1931 by an amendment to the Charter. See "—Power and Authority of the Board" below.

Development of a harbor in the City began in 1905 when private interests acquired 800 acres of property for port purposes. An ocean entrance to this area was completed in 1909, and in the same year voters of the City approved a $245,000 bond issue for the purchase of water frontage and construction of the first pier. In 1911, the wharf was opened, and the Port was established. General obligation bond issues were authorized in 1916, 1924 and 1928 for channel work and construction of additional terminal facilities. With the discovery of oil in 1936, Port development was financed with petroleum revenues, and the general obligation bond issues were fully retired. Since 1965, Port development has been financed primarily with surplus revenues and the proceeds of revenue bonds. No general obligation bonds have been issued for Port development since the 1920's.

In 1990, the U.S. Congress enacted the Defense Base Closure and Realignment Act of 1990 ("DBCRA"), which established a decision making process for the closure of U.S. military bases throughout the world. Pursuant to DBCRA, the Long Beach Naval Station and the Long Beach Naval Shipyard (collectively, the "Naval Complex") were included in the base closures announced during 1991 and 1995, respectively. The Naval Complex consists of 1,140 acres (686 acres of water and 454 acres of land) located on the west side of the Harbor District. The City owns 1,084 acres of the Naval Complex and leases the remaining 56 acres from the United States pursuant to the Lease in Furtherance of Conveyance dated as of August 11, 1998 (the "Naval Complex Lease"). The Naval Complex Lease terminates in 2048 unless terminated earlier by the conveyance of the leased property in fee from the United States to the City. The Board anticipates that the remaining 56 acres will be transferred to the City in the future.

The Port currently has 65 deep-water berths (several of which are and will be capable of servicing the largest commercial ships currently afloat and the largest commercial ships currently being designed) with equipment and facilities to handle all types of cargo. See "—Current Port Facilities" below.

The Harbor Department operates the Port as a landlord through various property agreements entered into with tenants of the Port. The property agreements entered into by the Board, which convey the right to use, rent or lease Port assets, include leases, preferential assignment agreements, revocable permits, area assignments and pipeline licenses. The Harbor Department leases and/or assigns docks, wharves, transit sheds, terminals and other facilities to shipping or terminal companies and other private firms for operation of such facilities. Pursuant to the property agreements, the tenants of the Port pay tariff charges (including, but not limited to, wharfage (the charge assessed when cargo crosses the wharf), dockage (the charge assessed for docking a vessel at a berth), storage and demurrage (charges related to the duration that cargo may be stored at the terminal)) and other fees to the Harbor Department for the right to use, rent or lease Port facilities. See "—Property Agreements" and "—Port Tariffs." Comparative operating statistics for the Harbor Department are presented under the caption "—Operating Performance" below. See also "FINANCIAL DATA."

Power and Authority of the Board

Pursuant to Chapter 676, Statutes of 1911, Chapter 102, Statutes of 1925, and Chapter 158, Statutes of 1935, the State conveyed to the City certain tide and submerged lands in trust, for the establishment, improvement and conduct of a harbor to accommodate and promote commerce, navigation and fishing. Consistent with this grant, the Charter confers on the Board exclusive control and management of the Harbor Department and control and jurisdiction over the Harbor District other than the lands used for or in connection with the drilling for, developing production, extracting, processing, taking or removing, storing and disposing of oil, gas and other hydrocarbon substances previously transferred by the State from the Harbor Department's control to the control of the City. Pursuant to the Charter, the Board is authorized, on behalf of the City, to make provisions for the needs of commerce, navigation, recreation and fishery in the Harbor District; to promote, develop, construct, reconstruct, alter, repair, maintain, equip and operate all waterfront properties including piers, wharves, sea walls, docks, basins, channels, slips, landings, warehouses, floating and other plants or works; dredge and reclaim land; construct, equip and operate terminal rail trackage; and to establish, equip and operate all other facilities or aids incident to the development, protection and operation of the Port both inside and outside the Harbor District.

The Charter grants the Board the exclusive power and duty for and on behalf of the City to enter into contracts, leases and agreements, to take legal actions in any matter within its jurisdiction, to exercise the right of eminent domain and to make and enforce general rules and regulations throughout the Harbor District, including the regulation of public service, public utilities and private construction; to fix and collect all rates, tolls and other charges, including tariffs, for the use and occupation of the public facilities and appliances of the Port; to take charge of, control and supervise the Port and to perform any and all other acts and things which are necessary and proper to carry out the general powers of the City. The Board's actions are not subject to review by the Mayor of the City or the City Council, except that the City Council must approve the issuance of revenue bonds, the annual budget, and appeals of California Environmental Quality Act determinations regarding the environmental impacts of capital projects at the Port. The City Council has approved the issuance of the Series 2019A Senior Bonds.

Management and Administration

The Board. The Board is composed of five members ("Commissioners") appointed by the Mayor of the City subject to confirmation by the City Council. Commissioners must be qualified electors of the City. To assure continuity, the Commissioners serve overlapping six-year terms. Every year the Board selects a President, Vice President and Secretary from among its members. The current Commissioners are as follows:

> *Tracy J. Egoscue–President*. Ms. Egoscue was appointed to the Board in 2014 and her six-year term ends on June 30, 2020. She was elected President of the Board by the other members of the Board in July 2018. Ms. Egoscue is owner and founder of the City-based environmental law firm, Egoscue Law Group. Before founding Egoscue Law Group, Ms. Egoscue served as counsel for the environmental practice group of the international law firm of Paul Hastings LLP. Prior to that, Ms. Egoscue served as Executive Officer of the State of California Regional Water Quality Control Board-Los Angeles Region and as Executive Director of the Santa Monica Baykeeper. Ms. Egoscue has also served as a Deputy Attorney General for the California Department of Justice. She currently serves on the Board of Directors of the Bay Foundation and Mujeres de la Tierra. Ms. Egoscue received a bachelor's degree from the University of California, Santa Barbara, and a juris doctorate from George Washington University in Washington, D.C.

> *Bonnie Lowenthal–Vice President.* Ms. Lowenthal was appointed to the Board in July 2017 and her six-year term ends on June 30, 2023. She was elected Vice President of the Board by the other members of the Board in July 2018. She is a former California Assemblywoman, Long Beach City Councilwoman and Vice Mayor, and Long Beach Unified School District Board member. In 1994, Ms. Lowenthal was elected to the first of two terms on the Long Beach school board. She then won the First District City Council seat in a 2001 special election and was elected to full terms in 2002 and 2006 before being elected to the Assembly in 2008. While a City Council member, Ms. Lowenthal was selected as Vice Mayor in 2006. As a Councilwoman, she also served on the board for the Los Angeles County Metropolitan Transportation Authority. She also has served as a licensed family counselor, mental health consultant and educator. Ms. Lowenthal's pre-political work is rooted in the local Cambodian community, beginning as Director of Planning for the United Cambodian Community in 1989. She earned a Bachelor's Degree in Sociology from the University of Wisconsin and a Master's Degree in Community and Clinical Psychology from California State University, Long Beach.

> *Frank Colonna–Secretary.* Mr. Colonna was appointed to the Board in July 2017 to complete the remainder of a former Commissioner's term, which will conclude June 30, 2021. He was elected Secretary of the Board by the other members of the Board in July 2018. He has been a real estate professional and business owner in Long Beach for more than 30 years. Mr. Colonna recently served on the City's Economic Development Commission, from 2015 to 2017. He was elected as Long Beach Councilmember for the Third District in 1998 and reelected in 2002, serving as Vice Mayor from 2002 to 2004. Before entering public service, Mr. Colonna began his own successful real estate

business and served eight years as the President of the Belmont Shore Business Association. He also has served in leadership roles with the San Gabriel and Lower Los Angeles Rivers and Mountains Conservancy, the Governing Board of ACTA, and the Gateway Cities Council of Governments. Mr. Colonna graduated from California State University, Long Beach, with a Bachelor of Science degree, and received his master's degree in Environmental Health from California State University, Northridge. After graduation, he joined the military where he honorably served as 1st Lieutenant in the California Army National Guard.

Lou Anne Bynum–Commissioner. Ms. Bynum was appointed to the Board in 2014 to fill a vacant seat and was reappointed to the Board in 2015. Her six-year term ends on June 30, 2021. Ms. Bynum recently retired from a 20-year career at Long Beach City College ("LBCC"), where she served as Executive Vice President of College Advancement and Economic Development since 2012. Under her leadership, LBCC brought in and administered more than $125 million in grants and contracts leading to a number of awards for the quality and success of the programs. Ms. Bynum has served in volunteer leadership roles for local, regional and national organizations and currently serves as an executive committee member of the Los Angeles Area Chamber of Commerce Board and is a current appointee by the U.S. Secretary of Commerce to the National Advisory Council on Innovation and Leadership. Ms. Bynum received a bachelor's degree in History from California State University, Long Beach and a master's Degree in Applied Linguistics/Teaching English to Speakers of Other Languages from the University of California, Los Angeles.

Lori Ann Guzmán–Commissioner. Ms. Guzmán was appointed to the Board in 2013 and her six-year term will end on June 30, 2019. Since September 2017, she has served as Assistant City Manager for the City of Huntington Beach, and from December 2010 until September 2017 she served as the Director of Finance for the City of Huntington Beach. Prior to joining the City of Huntington Beach, Ms. Guzmán worked for the City, first as City Controller and then as Chief Financial Officer. Prior to her roles at the City, Ms. Guzmán worked for the New York State Division of the Budget and the New York City Administration for Children's Services, overseeing budgets of over two billion dollars. A Long Beach resident, she has served on the Long Beach Transit Board and is a 2000 graduate of Leadership Long Beach. Ms. Guzmán received a bachelor's degree from Barnard College at Columbia University and a master's degree in Public Administration from Columbia University School of International and Public Affairs.

The Staff. The Charter provides that the Board appoint and employ an Executive Director, who acts as the chief executive of the Harbor Department and who exercises the management of all affairs of the Harbor Department. The management and administration of the Harbor Department is divided into four bureaus. The Finance and Administration Bureau consists of four divisions: the Finance Division, the Information Management Division, the Real Estate Division and the Risk Management Division. The Commercial Operations Bureau consists of three divisions: the Business Development Division, the Security Services Division and the Tenant Services Division. The Planning and Environmental Affairs Bureau consists of three divisions: the Environmental Planning Division, the Master Planning Division and the Transportation Planning Division. The Engineering Services Bureau consists of six divisions: the Design Division, the Maintenance Division, the Program Management Division, the Construction Management Division, the Project Controls Division and the Survey Division. The Finance and Administration Bureau and the Commercial Operations Bureau both report to the Deputy Executive Director, Administration & Operations. The Planning and Environmental Affairs Bureau and the Engineering Bureau both report to the Deputy Executive Director, Planning and Development. Three divisions are not housed in any Bureau: the Communications Division, the Human Resources Division, and the Government Relations Division. These three divisions all report to the Deputy Executive Director, Administration & Operations. Both of the Deputy Executive Directors and the Capital Programs Executive report directly to the Executive Director. The executive management of the Harbor Department includes the following individuals:

Mario Cordero–Executive Director. Mr. Cordero was appointed Executive Director of the Harbor Department effective May 2017. Prior to assuming the position of Executive Director of the

Harbor Department, he served as chairman of the Federal Maritime Commission; being appointed by President Obama in 2011. Between 2003 and 2011, Mr. Cordero served as a Commissioner on the Board. During his tenure as a Commissioner, he played key roles in developing the Green Port Policy and expanding the Port's community outreach program. Mr. Cordero holds a law degree from the University of Santa Clara and a bachelor's degree in Political Science from California State University at Long Beach. He has practiced law for more than thirty years, and taught Political Science at Long Beach City College.

Richard D. Cameron–Deputy Executive Director, Planning and Environmental Affairs. Mr. Cameron was appointed as the Deputy Executive Director, Planning and Environmental Affairs Bureau of the Harbor Department in August 2018. Prior to this recent appointment, he served as the Managing Director, Planning and Environmental Affairs Bureau of the Harbor Department since January 2014. He oversees the Planning and Environmental Affairs Bureau that includes Environmental Planning, Master Planning and Transportation Planning. Mr. Cameron joined the Harbor Department in 1996 as an Environmental Specialist, was promoted to Manager of Environmental Planning and named Director of the newly-created Division of Environmental Planning in 2007 before being appointed Acting Managing Director in July 2013. Earlier in his career he managed environmental programs for the Port of Los Angeles and served as a consultant for various clients. Mr. Cameron has a bachelor's degree in urban and regional planning from California State Polytechnic University, Pomona.

Dr. Noel Hacegaba–Deputy Executive Director, Administration and Operations. Dr. Hacegaba was appointed Deputy Executive Director, Administration and Operations in August 2018. Prior to this recent appointment, he served as Managing Director, Commercial Operations, and Chief Commercial Officer of the Harbor Department since October 2014. He leads a team of over 100 employees in the Harbor Department's operations, business development, customer service and security and is responsible for the development and implementation of the Harbor Department's commercial strategy. Before his appointment as Managing Director, Commercial Operations, and Chief Commercial Officer, Dr. Hacegaba served as Acting Deputy Executive and Chief Operating Officer and was responsible for managing the daily business activities of the Harbor Department. Dr. Hacegaba's 20 years of public and private sector experience, spanning a variety of industries, includes working for the nation's second-largest environmental services company, serving as chief of staff for an elected official, a business executive for an international trading company, a research analyst for a policy research group and as a management consultant. He is a graduate of the University of Southern California, with degrees in economics (bachelors and masters), business administration (bachelors) and urban planning (masters). He also holds a doctorate in public administration from the University of La Verne. He also has received the professional designations of Certified Port Executive and Port Professional Manager and serves on boards and committees of various industry-related organizations, including Marine Exchange of Southern California, Harbor Association of Industry and Commerce and the American Association of Port Authorities.

Sam Joumblat-Managing Director, Finance and Administration. Mr. Joumblat was appointed Managing Director, Finance and Administration in August 2017, when he rejoined the Harbor Department after being away for three and a half years. Prior to rejoining the Harbor Department, Mr. Joumblat managed the financial and human resources areas for approximately a year and a half at Port Solutions Holdings, a private equity-owned transportation company. Prior to working for Port Solutions Holdings, he spent approximately two years with Metrolink, as the Chief Financial Officer and Treasurer. He also served as interim Chief Executive Officer of Metrolink for a period of four months. Prior to going to work at Metrolink, Mr. Joumblat was the Chief Financial Officer of the Harbor Department for eight years, and prior to that, he was the Deputy City Auditor with the City for three years. Mr. Joumblat holds a master's degree in business administration, a master's of science degree in mechanical engineering and a master's of science degree in industrial engineering, all from the University of Southern California. He also holds a bachelor's of science degree in mechanical engineering. Mr. Joumblat is a Certified Public Accountant, licensed to practice in the State of California.

Wei Chi, Director of Finance. Mr. Chi was appointed as the Director of the Finance Division in the Finance and Administration Bureau in May 2019, when he rejoined the Harbor Department after being away approximately eleven years. Prior to rejoining the Harbor Department, Mr. Chi worked as Deputy Executive Director, Comptroller for Los Angeles World Airports. In that role, he was part of the executive team that oversaw the implementation of an ambitious $14 billion overhaul of LAX, including the expansion of the airport's international terminal, the modernization of three domestic terminals and several airfield improvements. In his original employment with the Harbor Department, Mr. Chi was an assistant chief financial officer from 2007 to 2008, where he spearheaded the San Pedro Bay Ports' Clean Trucks Program financial initiatives. Prior to his first stint with the Port of Long Beach, Mr. Chi was a senior executive with BP and ARCO, serving in a variety of roles touching on retail, diversity, business development, marketing, treasury and financial planning. Mr. Chi holds a Master of Business Administration degree in Finance from the Wharton School at the University of Pennsylvania, and a Bachelor of Science degree in Chemical Engineering from Columbia University.

Employee Relations

As of March 1, 2019, the Harbor Department employed approximately 513 people. With the exception of management and unclassified positions, all employees are hired through the City Civil Service system and are represented by the International Association of Machinists and Aerospace Workers ("IAM"), the Long Beach Association of Engineering Employees ("LBAEE"), the Association of Long Beach Employees ("ALBE"), the Long Beach Supervisors Employee Association ("LBSEA"), or the Long Beach Management Association ("LBMA") under the terms of separate Memoranda of Understanding. The Memorandum of Understanding with the IAM became effective October 1, 2016 and will expire on September 30, 2019. The Memorandum of Understanding with the LBAEE became effective October 1, 2015 and will expire on September 30, 2019. The Memorandum of Understanding with ALBE expired September 30, 2018; employees represented by ALBE continue to work under the terms of the expired Memorandum of Understanding until a new agreement becomes effective. The Memorandum of Understanding with the LBSEA became effective July 15, 2016 and will expire on September 30, 2019. The Memorandum of Understanding with the LBMA became effective retroactive to October 1, 2015 and will expire on September 30, 2019. The employees of the Harbor Department do not work for the tenants of the Port and therefore any work stoppage related to the negotiations of new Memoranda of Understanding would not affect the collection of Revenues. See "—Stevedoring and Cargo Handling."

Current Port Facilities

General. The Port covers approximately 7,600 acres (or approximately 11.9 square miles), of which approximately 4,400 acres (or approximately 6.9 square miles) are water and includes all harbor facilities of the City. The Port has approximately 31.5 miles of waterfront with 65 deep-water cargo berths. The Port's main channel is 76 feet deep. Container terminals occupy 1,253 acres, auto terminals occupy 144 acres, break-bulk and general cargo terminals occupy 77 acres, dry bulk terminals occupy 84 acres, and petroleum and liquid bulk terminals occupy 44 acres. The Port has six container terminals with 74 gantry cranes, all of which are post-panamax cranes, and all of which are owned by various tenants of the Port. Five container terminals are served by on-dock rail yards. Additional cargo handling facilities include three transit sheds and one warehouse. Transit sheds are of concrete and steel construction. Wharves are constructed of reinforced concrete supported by reinforced concrete pilings or sheet pile bulkhead. Wharf aprons at all transit shed berths average 50 feet in width. Rail tracks serve all major marine facilities. The Harbor Department owns a total of 82 miles of rail trackage. Current Harbor Department plans include enlarging and consolidating several of the container terminals due to the demand for larger facilities. See "CAPITAL DEVELOPMENT PROGRAM" for information on the expansion of the Port.

The Port is protected by a federally financed breakwater over nine miles in length. Water depths throughout the Port range from 76 feet at the entrance channel to 45 feet in the inner harbor and 55 feet in part of the middle harbor. Depth alongside wharves ranges from 32 to 55 feet, except that the bulk petroleum terminal provides berthing depths of over 70 feet. This facility, at maximum depth, is capable of handling supertankers of up to 265,000 dead weight tons.

Shipments to and from the Port can be received or dispatched by water, rail or truck. Two major rail lines, BNSF and Union Pacific, serve the Port. These rail carriers have connections with the Port's rail system and offer reciprocal switching arrangements. Rail service to and from the Port increased after the opening in 2002 of the Alameda Corridor. The Alameda Corridor consists of a 20-mile long, multiple-track rail system that links the rail yards and tracks at the Port and the Port of Los Angeles with the Railroads' transcontinental mainlines originating near downtown Los Angeles, California. The Alameda Corridor consolidated 90 miles of pre-existing rail lines on four separate routes, into an integrated system that is separated from non-rail traffic along Alameda Street. The consolidated rail route eliminated more than 200 at-grade points of conflict between east-west streets and highways and north-south railroad traffic. ACTA was responsible for administering the overall design and construction of the Alameda Corridor (with the exception of specific work that was completed by the Railroads, certain utility owners and local agencies), and ACTA is now responsible for the operation of the Alameda Corridor, including all activities related thereto. See "OUTSTANDING OBLIGATIONS AND DEBT SERVICE SCHEDULE—Other Obligations—ACTA Shortfall Advances and Surety Obligation Payments."

In addition, the Port is located at the end of Interstate 710 (the "710 Freeway"), which provides access to the interstate highway system. Major highway carriers serve the Port and provide transportation to all parts of the United States. Some of the containers leaving and entering the Port are also handled at the Intermodal Container Transfer Facility (the "ICTF"), a specialized rail yard located four miles from the Port for the transfer of containers between trucks and railcars, and to the switchyards of BNSF and Union Pacific. Truck travel to such switchyards takes approximately 30 to 60 minutes. The ICTF was financed and constructed by Southern Pacific Transportation Company and the Intermodal Container Transfer Facility Joint Powers Authority, a joint powers authority organized by the San Pedro Bay Ports. The ICTF is now operated by Union Pacific.

Container Terminals. Containerized cargo represents the largest source of revenue for the Harbor Department. For the 12 months ended September 30, 2018, containerized cargo accounted for approximately 77% of the Harbor Department's total operating revenue, primarily through the collection of wharfage. See "—Property Agreements" and "—Port Tariffs." See "CAPITAL DEVELOPMENT PROGRAM—2019-28 Capital Plan" for information on the construction and improvement of the container terminals at the Port. The following is a summary of the major container facilities at the Port.

Pier A. SSA Terminals (Pier A), LLC, a joint venture among SSA Terminals, L.L.C. ("SSAT"), and Matson Navigation Co., currently operates the container terminal on Pier A (the "Pier A Container Terminal"). The Pier A Container Terminal is an approximately 193-acre facility that includes three berths, a 3,600-foot-long wharf with a water depth of 50 feet, two gate facilities with a total of 28 truck lanes, a storage area for approximately 24,000 on-ground containers, power outlets for 650 refrigerated containers and an on-site railyard capable of handling two double-stack trains simultaneously. Ten gantry cranes with capacities ranging from 40 tons to 60 tons facilitate cargo movement. The facilities at the Pier A Container Terminal can handle ships carrying up to 9,500 TEUs. See "—Operating Performance—Leading Revenue Producers—Restructuring of Preferential Assignment Agreements for Pier A and T Container Terminals."

Pier C. SSAT operates a 68-acre container terminal at Pier C (the "Pier C Container Terminal"), which includes two berths, an 1,800 foot-long wharf with a water depth of 42 feet, a storage area for approximately 4,000 on-ground containers and power outlets for 272 refrigerated containers. Three 40-ton to 60-ton capacity gantry cranes facilitate cargo movement. The facilities at the Pier C Container Terminal can handle ships carrying up to 4,500 TEUs.

Middle Harbor Terminal. The container terminals on Piers D, E and F (collectively, the "Middle Harbor Terminal") are currently being consolidated into one 311-acre container terminal as part of the "Middle Harbor Terminal Redevelopment Project." Phases 1 and 2 of the Middle Harbor Terminal Redevelopment Project were completed and became operational in 2015 and 2017, respectively. Phases 1 and 2 of the Middle Harbor Terminal Redevelopment Project are capable of handling ships carrying approximately 22,000 TEUs. Phase 3 is underway and is scheduled to be completed in late-2020. Once the overall Middle Harbor Terminal Redevelopment Project is fully complete, the facility will include a new 4,200-foot long concrete wharf with three deepwater berths that will support 14 modern gantry cranes that will be able to handle ships carrying up to 24,000 TEUs and able to move up to an estimated 3.3 million TEUs annually. See "CAPITAL DEVELOPMENT PROGRAM—2019-28 Capital Plan—Middle Harbor Terminal Redevelopment Project (Piers D, E and F)."

In 2012, the Harbor Department and Orient Overseas Container Line LLC ("OOCL") entered into a 40-year preferential assignment agreement for the Middle Harbor Terminal. Based on the guaranteed annual minimum payments required to be made by OOCL pursuant to the terms of the preferential assignment agreement, the Harbor Department expects the agreement will generate a minimum of approximately $4.6 billion of operating revenue for the Harbor Department over the 40-year term. The facility is currently operated by OOCL's subsidiary and sublessee, LBCT LLC ("LBCT"). In 2017, China Overseas Shipping Company ("COSCO") agreed to purchase the parent company of OOCL. However, in order to receive U.S. government approval for the purchase, COSCO has agreed to divest its ownership in LBCT. Any purchaser of COSCO's interest in LBCT, would be required to assume all of the obligations (including guaranteed annual minimum payments) of OOCL under the preferential assignment agreement for the Middle Harbor Terminal. The party that agrees to assume OOCL's obligations under the preferential assignment agreement would be subject to the approval of the Board. OOCL has signed a Purchase and Sale Agreement ("PSA") to sell its interest in the Preferential Assignment Agreement ("PAA") with a consortium led by Macquarie Infrastructure Partners. The PSA will be subject to final review and approval of the Committee on Foreign Investment in the United States ("CFIUS"), which is expected before the end of July, 2019.

Pier G. International Transportation Service Inc. ("ITS") operates a container terminal at Pier G (the "Pier G Container Terminal"). The Pier G Container Terminal is an approximately 258-acre facility that includes five berths, a 6,379 foot-long wharf with water depths ranging from 42 feet to 52 feet, a storage area for approximately 12,800 on-ground containers, power outlets for 1,100 refrigerated containers and an on-dock railyard. The Pier G Container Terminal has 15 gantry cranes, with capacities ranging from 30-tons to 60-tons. The facilities at the Pier G Container Terminal can handle ships carrying up to 14,000 TEUs.

Pier J. Pacific Maritime Services LLC (a joint venture between SSAT, CMA CGM and COSCO) operates from Pier J (the "Pier J Container Terminal"). The Pier J Container Terminal is an approximately 256-acre facility that includes five berths, a 5,900 foot-long wharf with water depths ranging from 49 feet to 50 feet, a storage area for approximately 12,320 on-ground containers, power outlets for 685 refrigerated containers and an on-dock railyard. The Pier J Container Terminal has 17 gantry cranes, with capacities ranging from 40-tons to 60-tons. The facilities at the Pier J Container Terminal can handle ships carrying up to 18,000 TEUs.

Pier T. Total Terminals International, LLC (a joint venture between Terminal Investment Limited SARL (a subsidiary of Mediterranean Shipping Company) and Hyundai Merchant Marine), operates the Port's largest container terminal on Pier T (the "Pier T Container Terminal"). The Pier T Container Terminal is an approximately 380-acre facility that includes five berths, a 5,000 foot-long wharf with a water depth of 55 feet, a storage area for approximately 8,300 on-ground containers, power outlets for 1,850 refrigerated containers and an on-dock railyard. The Pier T Container Terminal has fourteen 65-ton gantry cranes. The facilities at the Pier T Container Terminal can handle ships carrying up to 18,000 TEUs. See "—Operating Performance—Leading Revenue Producers—Restructuring of Preferential Assignment Agreements for Pier A and T Container Terminals."

Dry Bulk. For the 12 months ending September 30, 2018, dry bulk accounted for approximately 9% of the Harbor Department's total operating revenue, primarily through the collection of wharfage. The following is a summary of the major dry bulk facilities at the Port.

Piers G and F. Approximately 7.6 million and 6.9 million metric tons of dry bulk products were exported through the dry bulk terminals on Piers G and F in each of the Fiscal Years 2018 and 2017, respectively. These products include petroleum coke, calcined petroleum coke, coal and sulfur.

The Pier G bulkloader consists of two conveyor system shiploaders operated by Metropolitan Stevedore Company. Dry bulk products are stored temporarily in seven specifically-designed sheds that have a total capacity of 586,000 tons and are moved automatically to dockside, where ships are loaded at 3,900 tons per hour. An eighth storage shed, used to store coal, has a capacity of 150,000 tons of product and includes two rotary plow feeders, with a capacity of 3,000 metric tons per hour, which are connected via conveyor to the Pier G shiploaders. The storage sheds are leased to industrial firms that transport their products to the Port for sale abroad. The entire facility is automated and is capable of high-speed handling of cargo by truck or rail. A rotary railroad car dumper is capable of emptying an entire 100-car train in less than four hours, and bottom dumpers on two different track systems also operate at high capacity.

The Pier F bulkloader consists of an automated conveyor shiploader and a ten acre silo complex operated by Koch Carbon Inc. for the storage and exporting of petroleum coke. The petroleum coke is delivered by rail or truck to the silos, screened, sorted and stored for shipment overseas.

Cement Facilities. There are two cement terminals at the Port. CEMEX Pacific Coast Cement Corporation operates a 50,000 ton capacity bulk cement terminal from Pier D. This terminal has six silos and a pollution free enclosed unloader that can unload directly into the silos. The screw type unloader has a capacity to handle up to 800 tons of cement per hour. A second cement terminal is located on Pier F and utilizes a vacuum type unloader. Operated by MCC Terminal, Inc., this facility can handle 800 tons per hour and, instead of a silo system, utilizes a warehouse (with a capacity of 52,000 tons) to house and transfer product.

Salt. At Pier F, Morton Salt Co. handles bulk solar salt shipped from Baja, California. This salt is used primarily in water softeners and by chemical companies. Conveyor belts, cranes and other equipment are used for unloading and stockpiling the crude salt, which is then graded and bagged or delivered in bulk.

General Cargo. For the 12 months ending September 30, 2018, general cargo accounted for approximately 5% of the Harbor Department's total operating revenue, primarily through the collection of wharfage and facilities rentals. The following is a summary of the major general cargo facilities at the Port.

Vehicles. The Toyota Motor Sales, U.S.A. Inc. automobile terminal occupies a total of 133 acres in the northern area of the Port on Pier B. Vehicles are unloaded at this terminal, cleaned, processed and transported to destinations from Southern California to the Midwest. Approximately 201,000 vehicles were shipped through this terminal during Fiscal Year 2018 as compared to approximately 196,000 vehicles during Fiscal Year 2017. A majority of all Lexus cars imported into the United States pass through this terminal. Toyota Motor Sales also exports vehicles manufactured at its factories in the United States through this terminal.

Mercedes Benz vehicles arrive and are unloaded at Pier F, Berths 206 and 207. Crescent Terminals, Inc. ("Crescent Terminals") operates Berths 206 and 207. Mercedes received approximately 75,000 vehicles in Fiscal Year 2018 and approximately 66,000 vehicles in Fiscal Year 2017 through these facilities.

Forest Products. Weyerhaeuser Company, a subtenant of Fremont Forest Group Corporation, located at Pier T, transports framing lumber by barge from Coos Bay, Oregon, and Longview and Aberdeen, Washington. At this facility, approximately 181 million board feet of lumber are handled annually.

Metals. SA Recycling, LLC operates a recycled steel and iron ore facility on Pier T that includes an 850 foot wharf with a steel reinforced concrete storage area and two loading cranes. The facility is served by rail and truck and has the capacity to handle 650,000 tons per year.

Break Bulk. CSA Equipment Inc. (a joint venture of SSA and Cooper/T. Smith) occupies Berths 204-205 on Pier F, and mainly handles machinery, equipment and steel products imported from the Far East. The CSA terminal has an 180,000 square foot storage shed on-site. At Berths F206 and F207 Crescent Terminals, in addition to the Mercedes Benz vehicles, handles other products, including finished steel and project cargo. The Crescent terminal has a 190,000 square foot storage shed on-site.

Petroleum/Liquid Bulk. For the 12 months ending September 30, 2018, petroleum/liquid bulk accounted for approximately 4% of the Harbor Department's total operating revenue, primarily through the collection of wharfage per barrel. The following is a summary of the major petroleum/liquid bulk facilities at the Port.

Petroleum Bulk. The Port maintains five bulk oil terminals; two are leased to Tesoro Refining and Marketing Company ("Tesoro") (on Pier B); one is leased to Carson Cogeneration LLC, a Tesoro subsidiary (on Pier T); one is leased to Petro Diamond Terminal Co. ("Petro Diamond") (on Pier B); and one is leased to Chemoil Marine Terminal ("Chemoil") (on Pier F). Each terminal is connected directly to the storage and tank farms of the respective lessee. The three Tesoro terminals handle primarily crude oil, while the Petro Diamond and Chemoil terminals primarily handle finished petroleum products such as gasoline, vessel bunker fuel and jet fuel. The total movement of crude and refined petroleum products during Fiscal Year 2018 was approximately 32.2 million metric tons as compared to approximately 32.6 million metric tons during Fiscal Year 2017.

Liquid Bulk (Chemical and Oils). Liquid bulk is handled by Vopak North America at Pier S, Berth S101. Large heavy duty pumps handle a variety of bulk liquids such as chemicals. Additional tank storage capacity is nearby at locations linked by direct pipeline to the berth facilities.

Marine Commerce and Cargoes

The Harbor Department derives the majority of its revenue from containerized cargo operations. The Port handles "local cargo" that "naturally" moves through Southern California (e.g., cargo consumed within the locally defined region) and "discretionary cargo" (cargo that is not consumed within the locally defined region but moves through Southern California for other reasons (e.g., inland distribution capability)). Currently, approximately 65% of the cargo handled by the Port is discretionary cargo. Most discretionary cargo is moved via rail to inland destinations both within and outside California. The amount of discretionary cargo handled by the Port varies on a month-to month basis and on a year-to-year basis because ocean carriers and cargo owners can choose between various ports to get their cargoes to inland destinations. See "CERTAIN INVESTMENT CONSIDERATIONS—Port Competition."

Tonnage. The Harbor Department tracks the volume of marine commerce by Metric Revenue Tons ("MRTs"). Marine commerce passing through the Port by MRTs and TEUs during the last five Fiscal Years is summarized in the following table:

TABLE 4
Harbor Department of the City of Long Beach
Revenue Tonnage and TEU Summary
(Fiscal Year Ended September 30)

	2014	2015	2016	2017	2018
Inbound/Outbound Cargo in Revenue Tonnage (MRTs)[1]					
Inbound Cargo					
Foreign	104,245,298	98,464,085	93,927,997	99,467,872	108,811,492
Coastwise/InterCoastal	17,998,456	26,060,757	29,008,568	30,977,282	30,786,620
Total Inbound Cargo	122,243,754	124,524,842	122,936,565	130,445,154	139,598,112
Outbound Cargo					
Foreign	37,066,641	33,592,125	32,737,305	32,922,688	36,217,699
Coastwise/InterCoastal	5,348,303	4,843,410	3,995,516	3,257,747	3,515,854
Bunkers	866,945	1,313,215	1,652,476	1,474,261	1,261,238
Total Outbound Cargo	43,281,889	39,748,750	38,385,297	37,654,696	40,994,791
Total Cargo in Revenue Tonnage	165,525,643	164,273,592	161,321,863	168,099,850	180,592,903
Container Count in TEUs[2]	6,817,591	7,087,700	6,946,257	7,231,758	8,000,929

[1] A Metric Revenue Ton is equal to either 1,000 kilograms or one cubic meter.
[2] A TEU represents a twenty-foot equivalent unit.
Source: Harbor Department

Cargo volumes as measured by MRTs and by TEUs increased by approximately 7.4% and 10.6%, respectively, in Fiscal Year 2018 as compared to Fiscal Year 2017. These increases are mostly attributable to increased volumes on Pier T due to Mediterranean Shipping Company's new majority ownership of the TTI terminal subsequent to the bankruptcy of the prior owner. Also, see "FINANCIAL DATA" for a discussion of the Harbor Department's Fiscal Year 2018 financial results.

The following table sets forth the number of TEUs handled by the Port in the first seven months (October through April of Fiscal Years 2018 and 2019.

TABLE 5
Harbor Department of the City of Long Beach
TEUs Handled by Port
(First Seven Months of Fiscal Years 2018 and 2019)

Month	First Seven Months Fiscal Year 2018[1]	First Seven Months Fiscal Year 2019[2]	Percentage Change
October	669,218	705,408	5.4%
November	612,659	621,835	1.5
December	696,918	741,647	6.4
January	657,830	657,286	(0.1)
February	661,790	596,616	(9.8)
March	575,258	552,821	(3.9)
April	618,438	628,122	1.6
Total	4,492,111	4,503,735	0.3

[1] October 2017 through April 2018.
[2] October 2018 through April 2019.
Source: Harbor Department

TEUs handled at the Port increased 0.3% during the first seven months of Fiscal Year 2019 as compared to Fiscal Year 2018. (The Port experienced the highest level of TEUs in its history in Fiscal Year 2018.) See "CERTAIN INVESTMENT CONSIDERATIONS—Alliances and Consolidation of Container Shipping Industry."

Cargo Summary. For the year ended September 30, 2018, the Port's principal inbound cargoes were bulk petroleum, metal and metal products, furniture, machinery, motor vehicle parts, electronics, apparel, chemicals, plastics and food products, and its principal outbound shipments were petroleum coke, wastepaper, food products, animal feed, scrap metal, chemicals, plastics, coal, bulk petroleum and mineral ores and ash.

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The following is a breakdown of cargo handled at the Port during the past two Fiscal Years in tonnage and operating revenues:

TABLE 6
Harbor Department of the City of Long Beach
Cargo Summary
(Fiscal Years Ended September 30, 2017 and 2018)

	2017				2018			
Type of Cargo	**Metric Revenue Tons (000's)**	**Percent of Total Tons**	**Operating Revenue (000's)[1]**	**Percent of Operating Revenue[1]**	**Metric Revenue Tons (000's)**	**Percent of Total Tons**	**Operating Revenue (000's)[1]**	**Percent of Operating Revenue[1]**
Containerized	127,037	76%	$291,421	76%	138,914	77%	$310,885	77%
Petroleum/Liquid Bulk	32,628	19	18,126	5	32,170	18	16,912	4
Dry Bulk	7,170	4	34,719	9	8,136	5	36,657	9
General Cargo	1,265	1	20,221	5	1,372	1	19,923	5
Total Cargo	168,100	100%	$364,486	95%	180,593	100%	$384,376	95%
Other Operating Revenues			$16,525	4%			$17,302	4%
Total			$381,010	100%[2]			$401,678	100%[2]

[1] Operating Revenue includes operating revenues from wharfage, dockage, storage/demurrage, rentals, bunkers, special facilities rentals, utilities and other. See "TABLE 8—Harbor Department of the City of Long Beach; Sources of Operating Revenues."
[2] Numbers may not sum due to rounding.
Source: Harbor Department

Trading Countries. The top five trading countries with the Harbor Department for the past five Fiscal Years, ranked based upon Fiscal Year 2018 results, are summarized in the following table:

TABLE 7
Harbor Department of the City of Long Beach
Five Leading Trading Countries
(Fiscal Year Ended September 30)
(Ranked on Fiscal Year 2018 Results)
(Metric Tons)

Countries	2014	2015	2016	2017	2018
Inbound					
China	15,829,692	15,887,908	14,136,992	14,783,307	16,000,286
Saudi Arabia	689,149	1,232,156	2,439,698	2,841,381	3,259,872
Iraq	2,023,893	490,618	841,876	1,716,318	2,597,131
Mexico	1,199,857	1,070,890	1,202,678	1,365,321	2,284,064
Japan	1,718,669	1,338,048	971,184	1,538,520	1,945,548
Outbound					
China	9,957,375	6,959,538	7,206,548	6,211,031	5,119,247
Japan	4,082,910	3,415,336	2,805,147	3,246,380	3,655,551
South Korea	931,765	1,144,523	996,274	1,268,128	2,061,329
Taiwan	1,921,029	1,358,128	1,286,463	1,120,022	1,314,742
Vietnam	384,487	548,779	787,974	406,763	930,674

Source: Harbor Department

In addition to the trading countries listed above, the other major inbound trading countries include South Korea, Panama, Ecuador, Angola, and Vietnam, and the other major outbound trading countries/regions include Mexico, Australia, Indonesia, India and Thailand.

Supply Chain Optimization Initiative. The Harbor Department is actively evaluating the movement of goods through the Port, including ways to increase reliability, reduce costs, increase efficiencies, enhance the timely exchange of information, establish meaningful performance metrics and strengthen relationships with all supply chain stakeholders. The San Pedro Bay Ports have conducted over 60 working group sessions and are actively developing specific efficiency improvement initiatives related to chassis utilization, cargo availability, yard and gate productivity, data transparency, and intermodal rail optimization.

Property Agreements

The Harbor Department operates the Port as a landlord through various property agreements entered into with the tenants of the Port. The property agreements, which convey the right to use, rent or lease Port assets, include leases, preferential assignment agreements, revocable permits, area assignments and pipeline licenses. Pursuant to the property agreements, the tenants of the Port pay the Harbor Department tariff charges (including, but not limited to, wharfage, dockage, storage and demurrage) and other fees, including crane and land rentals. See "—Port Tariffs" below.

Property agreements for industrial and commercial use constitute one of the Harbor Department's largest and most stable sources of income. These agreements include preferential assignments, leases, revocable permits and area assignments. Over the last five Fiscal Years, property agreements covering waterfront property and facilities have generated in excess of 95% of the Harbor Department's operating revenues. Under these agreements, the Board assigns or leases property and facilities to terminal operators for terms of up to 40 years. The property agreements with the Port's top ten revenue producers have expiration dates ranging from 2022 to 2051, with nine of these agreements (including most of the agreements for the major container terminals) expiring between 2022 and 2034.

Most of the property agreements entered into by the cargo terminal operators are in the form of preferential assignment agreements. Under the preferential assignment agreements, the terminal operators primarily pay the Harbor Department tariff charges, mainly wharfage (the charge assessed when cargo crosses the wharf), dockage (the charge assessed for docking a vessel at a berth), storage, and demurrage (charges related to the duration that cargo may be stored at the terminal), for the use of the Port facilities. Most of the preferential assignment agreements with the cargo terminal operators contain a guaranteed annual minimum payment. For Fiscal Year 2018, the preferential assignment agreements with the Port's major container terminal operators contained guaranteed annual minimum payments of approximately $281.2 million. The preferential assignment agreements require that the compensation payable to the Harbor Department be renegotiated at various intervals ranging from two to five years, and if the parties cannot agree, compensation is to be set through arbitration.

Under most of the current property agreements, the terminal operators are responsible for the operation and maintenance of the property and facilities, but the Harbor Department retains responsibility for maintaining the structural integrity of the piers, wharves, bulkheads, retaining walls and fender systems. Under the property agreements, Port tenants are required to comply with all applicable environmental standards set by federal, state or local laws. Port tenants are liable for all costs, expenses, losses, damages, claims, cleanup costs and penalties arising from such tenant's failure to comply with applicable environmental standards. Additionally, Port tenants are required to carry commercial general liability insurance, including bodily injury and property damage liability on the leased premises and to name the City, the Board and the officers and employees of the Harbor Department as additional insureds. The property agreements also provide that if the property or facilities covered thereby are damaged by acts of God such as fire, flood or earthquake, or if work stoppages or strikes prevent operation of the property or facilities, compensation payable to the Harbor Department will be reduced in proportion to the interference with operations. See "—

Stevedoring and Cargo Handling" below. See also "CERTAIN INVESTMENT CONSIDERATIONS—Security at the Port" and "—Seismic Risks."

During the last five Fiscal Years ended September 30, 2018, revenues from non-waterfront properties and miscellaneous sources have accounted for approximately 4.3% of the Harbor Department's operating revenues. These agreements generally provide for flat rentals or require payment of a percentage of gross revenues, subject to a fixed minimum rental.

Port Tariffs

The Board sets tariff charges for wharfage, dockage, pilotage, land usage, storage and demurrage applicable to all ships and cargo at municipal berths and wharves or otherwise using City owned property in the Harbor District. The current tariffs are published in the Port of Long Beach Tariff No. 4 (the "Port Tariff"). Under the terms of the various property agreements, the terminal operators, as permittees or lessees are responsible for collecting tariff charges and for remitting to the Harbor Department, all or any portion of such tariff charges required to be paid to the Harbor Department. The Harbor Department charges wharfage on a per container load of freight basis for container cargoes and a commodity rate per ton of cargo basis for bulk and break-bulk cargoes. Dockage is also charged on a per vessel, per day basis. See "—Property Agreements" above.

The Harbor Department and all other California public ports control and determine their own individual tariff structures. However, the ports cooperate in setting tariff rates through membership in the California Association of Port Authorities ("CAPA"). One of CAPA's goals is to establish and maintain reasonable and, as far as practicable, uniform terminal rates, charges, classifications, rules and regulations for the handling and movement of domestic and foreign waterborne cargo. These tariff provisions cover assignment of marine terminal facilities, as well as rates and provisions for vessel dockage, wharfage, wharf storage, wharf demurrage and other miscellaneous terminal charges necessary for the orderly movement of cargo. The goal is to permit California ports to obtain an adequate return on investment in order to facilitate the necessary maintenance, expansion and improvement of marine facilities. CAPA enjoys an exemption from federal antitrust laws which permits this cooperative rate setting. See "CERTAIN INVESTMENT CONSIDERATIONS—Factors Affecting Demand for Port Facilities."

The Harbor Department may increase tariff charges without amending the property agreements or receiving the consent of the tenants of the Port. See "CERTAIN INVESTMENT CONSIDERATIONS—Factors Affecting Demand for Port Facilities" and "—Port Competition."

Operating Performance

Sources of Operating Revenues. As discussed under "—Property Agreements" and "—Port Tariffs" above, the Harbor Department derives income from tariffs assessed on shipping activity (primarily wharfage and dockage) and from leases, rentals and utility services. The following table summarizes the sources of the Harbor Department's operating revenues for the past five Fiscal Years.

TABLE 8
Harbor Department of the City of Long Beach
Sources of Operating Revenues
(Fiscal Year Ended September 30)
(000's)

	2014	2015	2016	2017	2018[1]
Operating Revenues					
Berths & Special Facilities					
Wharfage	$307,561	$312,074	$322,522	$342,022	$358,675
Dockage	10,877	10,773	8,089	7,134	7,219
Bunkers	703	1,048	1,412	1,269	1,054
Special Facilities Rentals	13,758	16,247	15,612	13,289	16,418
Crane Rentals[2]	12,789	2,372	–	–	–
Other	570	620	536	771	1,010
Total Berths & Special Facilities	$346,258	$343,134	$348,171	$364,486	$384,376
Rental Properties	$ 9,360	$ 9,881	$ 9,958	$13,732	$14,279
Utilities/Miscellaneous	1,262	2,435	2,531	2,793	3,023
Total Operating Revenues	$356,880	$355,450	$360,660	$381,010	$401,678

[1] See "FINANCIAL DATA" for a discussion of the Harbor Department's Fiscal Year 2018 financial results.
[2] The Harbor Department sold all of the cranes that it previously owned and leased to certain of the tenants at the Port. As a result of such sale, the Harbor Department no longer collects any crane rentals.
Source: Harbor Department

Leading Revenue Producers.

General. The following companies represent the Harbor Department's twenty largest customers in terms of revenues, listed alphabetically. These customers accounted for approximately 96% of the Harbor Department's operating revenue in Fiscal Year 2018. The largest single customer accounted for approximately 24% of the Harbor Department's operating revenues in Fiscal Year 2018.

TABLE 9
Harbor Department of the City of Long Beach
Leading Revenue Producers
Fiscal Year 2018

Carson Cogeneration Company	Oxbow Energy Solutions, LLC
CEMEX USA	Pacific Maritime Services (Pacific Container Terminal)
Chemoil Corporation	S7 Sea Launch Limited (Formerly Energia Logistics Ltd.)
Crescent Terminals, Inc.	SA Recycling, LLC
CSA Equipment	SSA Terminals, LLC
International Transportation Service, Inc.	SSA Terminals (Pier A), LLC
Jacobsen Pilot Service, Inc.	Tesoro Refining & Marketing
Koch Carbon, Inc.	Tesoro Logistics LP
Metropolitan Stevedore Company	Total Terminals International, LLC
OOCL, LLC – LBCT LLC	Toyota Motor Sales USA, Inc.

Source: Harbor Department

Stevedoring and Cargo Handling

Arranging for stevedoring and cargo handling services is the responsibility of each marine terminal operator. Stevedoring and cargo handling at the Port are provided pursuant to a contract between the Pacific Maritime Association (the "Association") and the International Longshore and Warehouse Union ("ILWU"). The contract covers approximately 20,000 dockworkers on the West Coast. The Association represents most of the ocean carriers, marine terminal operators and stevedore companies on the Pacific Coast. The major providers of stevedoring and terminal services include Cooper/T. Smith Stevedoring, Metropolitan Stevedore Company (doing business as Metro Ports), Stevedoring Services of America, and Ports America Inc., along with ocean carrier-owned terminal operating companies such as OOCL, LLC - LBCT and Total Terminals International, LLC.

The current contract between the Association and the ILWU was entered into on May 21, 2015 and was ratified by the ILWU membership on May 22, 2015, retroactive to July 1, 2014. The current contract originally had an expiration date of June 30, 2019, but a three-year extension was negotiated by the Association and the ILWU and ratified by the ILWU membership on August 7, 2017. The current contract now has an expiration date of July 1, 2022.

The previous contract between the Association and ILWU expired on June 30, 2014. The Association and the ILWU began negotiating a new contract in May 2014, but did not agree on a new contract until February 2015. The protracted negotiations had a compounding effect on congestion issues that slowed container cargo movements through the Port between September 2014 and February 2015. The Harbor Department's revenues and container volumes at the Port were temporarily impacted during Fiscal Year 2015 as a result of the slowdown and other congestion factors, but full-Fiscal Year revenues were not materially affected and container volumes recovered and were slightly higher than the prior Fiscal Year (4%).

In December 2012, a strike by the members of the Office Clerical Unit ("OCU") of the ILWU resulted in an eight-day closure affecting only three container terminals in the San Pedro Bay that used OCU workers. The members of the OCU are employed by some of the shipping lines and terminal operators that operate at the San Pedro Bay Ports. The OCU and the shipping lines and terminal operators, subsequently agreed to new contracts and the closed terminals were reopened. There was no financial impact to the Harbor Department as a result of the OCU strike.

Prior to the OCU related work stoppage in December 2012, there had been no prolonged work stoppage since October 2002. In October 2002, after the Association and the ILWU failed to agree upon a new contract, the shipping lines and terminal operators instituted a lock-out of ILWU workers, thereby shutting down all West Coast ports, including the Port, for 10 days. Work resumed when the President of the United States ordered the ports to re-open pursuant to the Taft-Hartley Act. Prior to the 2002 lock-out, there had not been a prolonged work stoppage since 1971. Other than the work stoppages in 1971 and 2002, there has generally been a history of excellent working relationships between the ILWU and the employers represented by the Association. Prolonged work slowdowns or stoppages, particularly if combined with excessive congestion, could adversely affect revenues of the Harbor Department. The employees of the Harbor Department do not work for the tenants of the Port or the stevedoring companies.

Environmental Compliance

General. The Harbor Department is required to comply with the provisions of a number of federal and state laws designed to protect or enhance the environment. The two basic laws are the Federal National Environmental Policy Act ("NEPA") and the State of California Environmental Quality Act ("CEQA"). Other federal environmental laws applicable to the Port include the Resources Conservation and Recovery Act, which governs the cleanup, treatment and disposal of hazardous waste; the Clean Air Act, which governs the release of air pollutants; the Toxic Substances Control Act, which governs the handling and disposition of polychlorinated biphenyls (PCBs) and other toxic substances; the Marine Protection, Research and Sanctuary Act of 1972, which governs the ocean dumping of dredged materials; the Rivers and Harbors Act, which governs navigable waterways; and the Clean Water Act, which governs discharge of surface waters. Enforcement agencies include the U.S. and California Environmental Protection Agencies and the U.S. Army Corps of Engineers, which rely on consultation and advice from various federal resource agencies.

The Harbor Department also is required to conform to provisions of a number of other State environmental laws, including the Hazardous Waste Control Act, which governs hazardous waste treatment and disposal, and the Porter-Cologne Act, which governs surface and ground water quality. State enforcement agencies include the Department of Toxic Substances Control, the State Water Resources Control Board and the local Regional Water Quality Control Board. The California Air Resources Board ("CARB") and the regional Air Quality Management District administer the federal Clean Air Act.

Additional environmental laws and regulations may be enacted and adopted, and/or court cases decided, in the future that could be applicable to the Harbor Department and the Port. See "Air Pollution Reduction Programs (Clean Air Action Plan)" below. The Harbor Department is not able to predict what those laws, regulations and/or cases may provide or the costs to the Harbor Department to comply with such laws and regulations. Any additional environmental laws and regulations could significantly delay or limit the Harbor Department's plans to construct and develop new revenue generating facilities at the Port. See "CAPITAL DEVELOPMENT PROGRAM."

In conforming to these laws and their implementing regulations, the Harbor Department has instituted a number of compliance programs and procedures. Some of these are ongoing, including the sampling and analysis of harbor sediments to comply with dredging permit requirements; monitoring of water quality at stormwater outfalls; and oversight of the Harbor Department and tenant housekeeping practices. Other compliance activities are carried out on an intermittent basis as necessary. These include disposal of contaminated soil excavated from construction sites, surveys of Harbor Department-owned buildings for asbestos, and associated remedial actions, other hazardous substances site cleanup related to spills, release and illegal disposal of materials and substances on Port property by third parties, and monitoring and reporting pursuant to construction permits related to air and water quality.

The Harbor Department's agreements with its tenants require the tenants to take the responsibility for financing the cost associated with cleaning up spills of fuels, oils and other hazardous substances.

Hazardous Materials/Waste Management. The Harbor Department administers a number of hazardous materials and waste management programs designed to ensure compliance with applicable federal, State, and local regulations. These programs include surveys to identify the presence of hazardous materials, including asbestos and lead-based paint; assessment and remediation investigations for the cleanup of soil and groundwater contaminated by the long history of industrial development within the Harbor District; and hazardous material spill response. The Harbor Department has adopted a number of permit-required contingency plans regarding potential spills of fuel, oil and other hazardous substances, associated with Port operations. The Harbor Department's agreements with its tenants require the tenants to pay costs associated with cleaning up spills of fuels, oils and other hazardous substances, associated with their operations at terminals

CEQA Document Preparation Process.

General. As the "Lead Agency" under CEQA, the Harbor Department completes CEQA determinations and documentation for all CEQA-regulated projects within the Harbor District. The Harbor Department's CEQA process includes, among other elements, (a) the establishment of a documents preparation protocol for the project description and all key analyses and (b) the establishment of a quality assurance review team, consisting of outside experts in various specialties, that will monitor the process of preparing environmental impact reports ("EIR") and environmental impact statements ("EIS") and make technical, regulatory and other recommendations. The Harbor Department's CEQA process helps reduce the potential for disagreement and challenges from federal, State and local agencies and environmental groups.

Current CEQA Projects. The Harbor Department and the U.S. Army Corps of Engineers are preparing a Port of Long Beach Deep Draft Navigation Feasibility Study and Channel Deepening Project joint EIR/EIS. The study will analyze if there is a federal interest in deepening channels at the Port. The Harbor Department has prepared a Notice of Preparation under CEQA and has solicited input from agencies, organizations and interested parties on the scope of environmental issues to be addressed in the EIR for this project. A Draft EIR is currently being prepared and is expected to be released in late 2019.

The Harbor Department is currently in the process of updating the Port Master Plan which includes a corresponding programmatic EIR ("PEIR"). The Notice of Preparation for the PEIR was released in August of 2018. The final PEIR is expected to be completed in late 2019.

Past CEQA Projects. On May 13, 2009, the Middle Harbor Terminal Redevelopment Project EIR/EIS was certified by the Board. On August 9, 2010, the Board certified the Final EIR for the Gerald Desmond Bridge Replacement Project (the "Gerald Desmond Bridge EIR"), and on September 23, 2010, Caltrans issued a Finding of No Significant Impacts with respect to the Gerald Desmond Bridge Replacement Project (the "Gerald Desmond Bridge FONSI"). Subsequent to August 9, 2010, the Board approved certain addenda to the Gerald Desmond Bridge EIR, which were reviewed by Caltrans and, in each case, Caltrans determined that the Gerald Desmond Bridge FONSI remained valid. In October 2013, an EIR/EIS with respect to development of Pier S for navigational improvements to the Back Channel and the Cerritos Channel and a shore realignment at Pier S was approved by the Board.

On December 15, 2016, the Harbor Department released a Draft EIR and an Application Summary Report for the Pier B On-Dock Rail Support Facility Project for public review. The proposed project would provide for additional railcar storage and staging capacity, including additional rail tracks for locomotive fueling, railcar repair and to accommodate assembly of cargo trains up to 10,000 feet long. The public comment period for the Draft EIR closed on March 13, 2017. The Board certified the final EIR for the Pier B On-Dock Rail Support Facility Project on January 22, 2018.

Air Pollution Reduction Programs (Clean Air Action Plan). In 2006, the Harbor Department, together with the Port of Los Angeles, developed the San Pedro Bay Ports Clean Air Action Plan (the "Ports Clean Air Action Plan") with input from the EPA, CARB, and the South Coast Air Quality Management District ("SCAQMD"). The Ports Clean Air Action Plan was updated and reauthorized in 2010 and again in 2017. The Ports Clean Air Action Plan is the Harbor Department's long- term comprehensive plan to address air pollution emissions from Port-related sources. The Ports Clean Air Action Plan addresses the five primary categories of Port-related emission sources (ships, trucks, trains, cargo handling equipment and harbor craft), and outlines specific, detailed strategies to reduce emissions from each category. Through implementation of the Ports Clean Air Action Plan, since 2005, there has been an 88% reduction in diesel particulate matter, a 97% reduction in sulfur oxides and a 56% reduction in nitrogen oxides emissions from Port-related sources. The 2017 update to the Ports Clean Air Action Plan includes several updates, including goals of achieving zero emission cargo handling equipment by 2030 and zero emission drayage truck fleets by 2035. The Ports Clean Air Action Plan has and will require a significant investment by the Harbor Department, the Port of Los Angeles and private sector businesses and will expedite the introduction of new and innovative methods of reducing emissions prior to any federal or State requirements being imposed on the San Pedro Bay Ports. See "2016 AQMP Indirect Source Rule" below.

Pursuant to the Ports Clean Air Action Plan, the Harbor Department has undertaken several programs to lower air pollution levels at the Port, including, but not limited to: (a) an incentive-based program that encourages vessels entering the San Pedro Bay Ports to lower their speeds (faster speeds produce higher emissions) (the "Green Flag Incentive Program"); (b) an incentive-based program to encourage vessel operators to deploy their lowest pollution-emitting ships to San Pedro Bay Ports (the "Green Ship Incentive Program"); (c) accelerated replacement of cargo handling equipment with equipment that produces near-zero or zero emissions; (d) use of shore-side electrical power for ships calling at the Port (also known as "cold ironing"); (e) a Technology Advancement Program which seeks to accelerate the verification or commercial availability of new, clean technologies, through evaluation and demonstration in port operations; (f) replacement of the entire fleet of 16 switcher locomotives operated by Pacific Harbor Line with less polluting locomotives and the purchase of six generator set locomotives which meet the cleanest engine standards; and (g) the Clean Trucks Program, which requires progressively cleaner engine standards for trucks operating at the Port with a goal of having a zero emission drayage truck fleet by 2035 (see "Clean Trucks Program" below for additional information).

<u>Green Flag Incentive Program</u>. The Green Flag Incentive Program was approved by the Board in 2005 to boost compliance with the voluntary vessel speed reduction program, which was then around 60%. The Green Flag Incentive Program provides financial incentives and recognition to the Port's vessel operators who consistently participate in a voluntary speed-reduction program designed to reduce air pollution.

Under the original Green Flag Incentive Program, ocean vessels that observed a 12-knot speed limit within 20 nautical miles of the Port during an entire year of voyages to and from the Port were awarded a Green Flag environmental achievement award to recognize their contributions to improved air quality. The ocean carriers who operated the individual ships qualified for a dockage rate reduction of 15% during the following 12 months if 90% of their vessels complied with the 12-knot speed limit for the previous year. In 2009, the program was expanded to 40 nautical miles offshore. Ships observing the speed limit 40 nautical miles offshore qualify for a dockage rate reduction of 25%.

For calendar year 2018, the Green Flag Incentive Program had participation rates of 96% and 91% for 20 nautical miles and 40 nautical miles, respectively. In 2016 (the latest information available), air pollution reductions included avoided emissions of approximately 1,224 tons of smog-forming nitrogen oxides, approximately 25 tons of diesel particulate matter and approximately 53,135 tons of carbon dioxide, a greenhouse gas pollutant. In calendar year 2018, the Harbor Department provided discounts to qualified participants in the Green Flag Incentive Program of approximately $3.2 million. The Harbor Department estimates that it will provide approximately $3.2 million of discounts to qualified participants in the Green Flag Incentive Program in calendar year 2018.

Green Ship Incentive Program. The Green Ship Incentive Program is a voluntary clean-air initiative targeting the reduction of smog-causing nitrogen oxides (NOx). It rewards qualifying vessel operators for deploying today's greenest ships to the Port and accelerating the use of tomorrow's greenest ships. Vessels with main engines meeting 2011 Tier 2 standards established by the International Maritime Organization will be eligible for an incentive of $2,500 per ship call. For vessels meeting the 2016 Tier 3 standards, the incentive will increase to $6,000 per ship call. Tier 2 engines reduce NOx emissions by 15%, and Tier 3 engines reduce NOx emissions by 80%. In calendar year 2018, approximately 35% of the vessel calls at the Port were eligible for the Green Ship Incentive Program and the Harbor Department provided approximately $1.4 million in incentive payments.

Shore-Side Electrical Power. Exhaust emissions from auxiliary engines operated by vessels while at berth represent a significant source of air pollution at the Port. A docked cargo ship operates auxiliary engines to power onboard operations which emits several types of air contaminants. The Harbor Department has installed shore-side electric power at all of the container terminals at the Port, so that vessels can plug-in and use electric power, rather than using internal combustion power (diesel), to power ships while at berth. When shore-side electricity is provided to the vessel, the auxiliary engines can be turned off. Shore-side electrical power will significantly reduce diesel emissions, the major source of air pollution, from large ships while at berth. In November 2007, the Port's first shore-side electrical powered container berth was commissioned at the International Transportation Service terminal on Pier G. In June 2009, the world's first shore-side electrical powered tanker berth was commissioned at the BP terminal on Pier T. In addition, bulk vessels have been using shore-side electrical power at the Mitsubishi Cement terminal on Pier F since 2007. All remaining container terminal berths were equipped with shore-side electrical power by the end of Fiscal Year 2016. The Harbor Department incurred approximately $136.3 million of costs in connection with equipping facilities at the Port with shore-side electrical power.

In December 2007, the CARB approved the "Airborne Toxic Control Measure for Auxiliary Diesel Engines Operated on Ocean-Going Vessels At-Berth in a California Port" regulation, commonly referred to as the "At-Berth Regulation." The purpose of the At-Berth Regulation is to reduce emissions from diesel auxiliary engines on container ships, passenger ships, and refrigerated-cargo ships while berthing at a California Port. The At-Berth Regulation defines a California Port as any of the Ports of Los Angeles, Long Beach, Oakland, San Diego, San Francisco, and Hueneme. The At-Berth Regulation provides vessel fleet operators visiting these ports two options to reduce at-berth emissions from auxiliary engines: (1) turn off auxiliary engines and connect the vessel to some other source of power, most likely shore-side electrical power; or (2) use alternative control technique(s) that achieve equivalent emission reductions. Starting in 2014, at least 50% of a fleet's visits to the Port were required to use one of these two options to reduce emissions. The percentage of fleet visits required to use one of these two options increased to 70% in 2017, and will increase to 80% starting in 2020. The Harbor Department expects most vessels using Port facilities to use shore-side electrical power in order to comply with the At-Berth Regulation.

CARB is currently considering updates to the At-Berth Regulation, which may include phased-in requirements for use of shorepower or alternatives for auto carriers, general cargo vessels, and tankers. The timing of final adoption of the amendments to the regulation is anticipated in 2019.

Clean Trucks Program. Another program the Harbor Department has undertaken in an effort to lower air pollution levels at the Port is the Clean Trucks Program (the "CTP"). The CTP instituted a series of progressive bans adopted by the San Pedro Bay Ports designed to gradually restrict older, more polluting trucks from operating at the marine terminals at the San Pedro Bay Ports until eventually all trucks operating at San Pedro Bay Port terminals would be required to meet the EPA's 2007 On-Road Heavy Duty emissions standards. The CTP targets emissions from heavy duty trucks that move cargo in and out of the marine terminals at the Port. The CTP successfully reduced air emissions and health risks by modernizing the Port's trucking fleet. As a result of continued modernization of the truck fleet, currently about half have been upgraded to meet the even cleaner EPA 2010 on-road heavy duty emissions standards. In the 2017 update to the Ports Clean Air Action Plan, the Harbor Department set goals to advancing the CTP to phase out older trucks and transition to near-zero emissions in the near-term and zero-emission trucks by 2035. The first phase of the Clean Trucks Program update requires any new truck registered in the Port Drayage Register after October 1, 2018, to be model year 2014 or newer. The Harbor Department has no remaining financial obligations under the original CTP, however the Harbor Department may in the future have additional responsibilities with respect to reducing truck emissions under the 2017 update to the Ports Clean Air Action Plan.

2016 AQMP Indirect Source Rule. In 2017, SCAQMD approved its 2016 Air Quality Management Plan (the "2016 AQMP"). The 2016 AQMP contains an "Indirect Source Rule" or "backstop rule" (also known as MOB-01) that would require the San Pedro Bay Ports to develop a strategy to reduce air emissions at the respective ports to levels still to be developed in accordance with the 2016 AQMP. The emission reduction levels could be more strict than what is already set forth in the Ports Clean Air Action Plan. In March 2017, CARB adopted the 2016 AQMP as part of its amendments to the State Implementation Plan pursuant to the Clean Air Act. The amended State Implementation Plan has been submitted to the EPA for review and approval, which review and approval could take up to 18 months. In May 2018, the SCAQMD's Board decided to postpone any action on development of an Indirect Source Rule for the San Pedro Bay Ports, to allow time for 2017 updates to the Ports Clean Air Action Plan to be implemented. However, SCAQMD has proposed to enter into a Memorandum of Understanding with the San Pedro Bay Ports related to implementation of the 2017 updates to the Ports Clean Air Action Plan and may choose to proceed with development of an Indirect Source Rule at a later date if it determines that adequate progress has not been made related to emission reductions for the region.

The Harbor Department does not believe SCAQMD or CARB have the authority to impose rules or regulations on the San Pedro Bay Ports that would require the Ports to regulate emissions from shipping companies, terminal operators, the railroads or the trucking companies because (i) the San Pedro Bay Ports are not regulators and do not have regulatory authority, and (ii) those industries are regulated under international treaties and federal and state laws and thus enjoy various levels of preemption. As of the date of this Official Statement, the Harbor Department cannot predict what final rules and regulations may result from the 2016 AQMP and the State Implementation Plan, the results of any legal challenges to such rules and regulations, or the costs of such rules and regulations, if enforceable against the San Pedro Bay Ports and their respective tenants

Water Quality Improvement. The Harbor Department faces water quality issues that include not only stormwater runoff from Port lands, but also the on-water activities of industrial harbors, legacy sediment contamination, and inputs from intensely developed urban watersheds upstream. Recognizing the advantages of addressing these issues on a port-wide basis, in 2009, the Harbor Department and the Port of Los Angeles worked cooperatively with regulatory agencies and the public to develop a Water Resources Action Plan (the "WRAP"). The WRAP is a joint plan for managing water and sediment quality at the San Pedro Bay Ports. The WRAP identifies the key issues in the port complex; identifies control measures to address those issues; and assembles existing, as well as proposed, water and sediment programs into those measures. The WRAP describes the implementation tools available to the San Pedro Bay Ports (lease and tariff provisions, incentives, and port-sponsored initiatives) and establishes a schedule for implementing the control measures. A key aspect of the WRAP is its dynamic nature: the WRAP is revisited periodically to add detail and to add or modify measures where appropriate. The control measures described in the WRAP consist largely of plan formulation and the expansion and reorganization of activities that the San Pedro Bay Ports are already engaged in. Accordingly, the cost of implementing the control measures will consist predominately of staff and consultant time. Several of the control measures set forth in the WRAP will likely involve capital costs at the implementation phase. Costs of the WRAP will be paid with Harbor Department revenues, federal, state and local grant funding and other sources of funds. The Board does not expect these costs to be material to the Harbor Department.

In March 2012, the Los Angeles and Long Beach Harbors Toxic and Metals Total Maximum Daily Load (the "TMDL") was adopted by the State of California Water Resources Control Board. The Harbor Department has begun to implement the requirements of the TMDL, mainly by implementing the programs identified in the WRAP. Additionally the Harbor Department has established a technical working group with the Port of Los Angeles, the Los Angeles Regional Water Quality Control Board and the State Water Resources Control Board, to conduct the special studies and analysis required to make sound environmental management decisions and support modifications to the TMDL, which is scheduled to be reconsidered in 2019. The Harbor Department expects to spend approximately $300,000 in 2019 to conduct studies, required monitoring and development of related implementation plans associated with the TMDL.

Additionally, the City developed a Watershed Management Program ("WMP") in coordination with the Harbor Department to address the Harbor watershed as well as other near shore watersheds in the City. The WMP is required to comply with the City's Municipal Stormwater National Pollutant Discharge Elimination System Permit. The WMP is intended to ensure that the Port and the City will achieve all established water quality standards.

Port Energy Planning. As described above, the Harbor Department's aggressive air-emission reduction programs have resulted in significant improvements in air quality since the Green Port Policy was adopted in 2005. As the Harbor Department moves toward a zero-emission goal, its reliance on electrical power has dramatically increased. On-terminal electricity usage is predicted to quadruple by 2030, compared with a 2005 base year. At the same time, the electrical grid which is maintained by a local utility company is aging and the region experiences power outages. The Harbor Department is currently developing an energy program that seeks to provide energy reliability, resiliency and economic competitiveness to its own operations and those of its tenants.

This long term strategy is designed to assist the region in attracting new businesses, promoting job growth, advanced technologies and customer retention, and to provide reliable assets that can be used in the event of natural or man-made disasters. The Harbor Department expects to spend approximately $10 million in each of 2019 and 2020, to evaluate the feasibility of various energy strategies, as well as to support appropriate emerging energy technologies. The Harbor Department anticipates that these costs will be partially financed with various grants.

CAPITAL DEVELOPMENT PROGRAM

Master Plan; Long-Term Land Use Study

Master Plan. On October 17, 1978 the California Coastal Commission (the "CCC") certified the Port Master Plan as being in conformance with the policies of Chapters 8 and 3 of the California Coastal Act. The Port Master Plan has been amended on numerous occasions since 1978. All amendments to the Port Master Plan that required the approval of CCC were approved by CCC. The purpose of the Port Master Plan is to provide the Harbor Department with a planning tool to guide future Port development and to ensure that projects and developments in the Harbor District are consistent with the requirements of the California Coastal Act. The Port Master Plan identifies proposed uses of land and water areas within the Harbor District and establishes a flexible framework allowing for development of the Port and is updated periodically.

The Harbor Department is currently in the process of reviewing and updating the Port Master Plan. The update process is guided by the California Coastal Act and involves evaluation of land use and water use designations, reconfiguration of planning districts, and identification of anticipated projects. In addition, the update will incorporate previously certified Port Master Plan amendments and update the overall goals and policies for long-range development. The update to the Port Master Plan is needed to consider changes in the global shipping industry, technological advances, and important factors such as climate change and energy resources consistent with Harbor Department's "Green Port Policy" objectives. The update also will revise the guidelines for public access to the waterfront by reviewing the vision for development of future recreation areas and facilities. The Harbor Department anticipates certification of the update to the Port Master Plan by CCC in 2020.

In June 2017, the Harbor Department selected Leidos, Inc. to provide assistance with updating the Port Master Plan, evaluating the environmental impacts of proposed development and land uses and Port Master Plan approval by the Board and the CCC.

2019-28 Capital Plan

In addition to the Port Master Plan, the Harbor Department maintains a 10-year capital plan which sets forth the specific projects the Harbor Department expects to develop and construct over the next ten years. The 2019-28 Capital Plan is the Harbor Department's current 10-year capital plan. The 2019-28 Capital Plan includes, but is not limited to, the following capital projects and improvements: the Gerald Desmond Bridge Replacement Project, the expansion and modernization of the shipping terminals on Piers D, E, F and G, the expansion of on-dock rail facilities, the construction of a new Port administration building and two fireboat stations, the installation of various security improvements, and various other infrastructure projects at the Port (including street, storm drain, sewer and water systems projects). As of the date of this Official Statement, the 2019-28 Capital Plan has an aggregate estimated cost of approximately $2.3 billion. The Harbor Department expects to finance the costs of the 2019-28 Capital Plan with the following sources: (i) $450 million of proceeds of Senior Bonds and/or Subordinate Obligations; (ii) $1.585 billion of revenues of the Harbor Department; and (iii) $265 million of federal and State grants and other sources of funds. See "—Funding Sources of 2019-28 Capital Plan." See also "THE PORT OF LONG BEACH—Environmental Compliance."

Many of the improvements to the marine terminals set forth in the Port Master Plan and the 2019-28 Capital Plan, include, but are not limited to, longer wharves, deeper berths and larger storage areas necessary to accommodate the docking and loading/unloading requirements of the current and future container cargo ships. Currently, the largest container cargo ships have the capacity to carry upwards of 21,000 TEUs.

Following is a brief description of some of the major projects included in the 2019-28 Capital Plan:

Middle Harbor Terminal Redevelopment Project (Piers D, E and F). The Middle Harbor Terminal Redevelopment Project is an approximately $1.49 billion modernization of the container terminals on Piers D, E and F. The project will consolidate the Pier E terminal, the Pier F terminal, and the Berth E24 subsided oil area, into a single, modern, 311-acre container terminal. The project adds on-dock rail capacity, shore-side electrical power, battery charging stations for electric yard equipment, electric rail-mounted gantry cranes, and deeper channels to accommodate the newest container ships. The project's final phase, with a budget of $467 million, is underway and is scheduled to be completed in late-2020. When completed, the Middle Harbor Terminal is expected to be able to move up to an estimated 3.3 million TEU's annually, twice the amount of cargo that was moved through the old facilities. See "THE PORT OF LONG BEACH—Current Port Facilities—Container Terminals—Middle Harbor Terminal" for information about the preferential assignment agreement the Harbor Department entered into with OOCL for the Middle Harbor Terminal.

Pier G Terminal "Double Track Access" Project. This project will add a second lead track serving both the Pier G Terminal and the Pier J Terminal, together with construction of additional storage tracks to replace those taken out of service to construct the second lead track. The total cost is expected to be approximately $28 million. The California Transportation Commission selected this project for $14 million in National Highway Freight Program federal funds authorized by block grant to California. Construction is scheduled to begin in December 2019 following federal environmental and right of way certifications.

Rail Program. A major transportation element of the 2019-28 Capital Plan is to move more cargo by rail. The Port has a significant railroad infrastructure improvement program that includes four rail-related projects with an approximate cost of over $1 billion. These rail-related projects are located adjacent to, but outside of, the marine terminal lease boundaries. The location and design of these rail-related projects are intended to support a significant increase in the amount of cargo moved by on-dock rail. The largest project within the Rail Program is the Pier B On-Dock Rail Support Facility. The Pier B On-Dock Rail Support Facility, which is currently underway, is expected to be a 14 year program. Right-of-way acquisition, utility relocations, street re-alignment and traffic improvements are significant work elements that will be undertaken prior to a phased railyard expansion. The expansion will increase on-dock rail activity at the container terminals by providing a staging yard for on-dock rail operations. This staging yard will (1) allow longer, 10,000-ft trains to be operated consistently from each container terminal without congesting main line operations; (2) improve utilization at each on-dock railyard by shifting train arrival and departure activities, locomotive fueling, and potentially railcar maintenance work to the Pier B yard; (3) act as a central classification yard where the railroads could assemble railcars from different container terminals into a single train; (4) provide space where each on-dock terminal could stage railcars until the on-dock terminal is ready to load and unload them; and (5) convert certain truck trips to rail trips between the Port and shippers in California, Arizona and Nevada. This project would increase the rail modal share of cargo activity in the harbor, with a corresponding reduction in modal share moving to and from the Port by truck.

Gerald Desmond Bridge Replacement Project. The Gerald Desmond Bridge Replacement Project consists of replacing the existing four-lane Gerald Desmond Bridge, which spans the Port's Main Channel, with a new six-lane bridge and higher clearance. Currently, the Gerald Desmond Bridge is only two lanes in each direction with no shoulders and is too low to accommodate passage of the largest ships. The Gerald Desmond Bridge is a vital link in the goods movement infrastructure for the San Pedro Bay Ports because it connects to 710 Freeway, which is the primary access route for the San Pedro Bay Ports and carries approximately 15% of all U.S. port-related container traffic. The new bridge will provide improved traffic flow, emergency lanes on both the inner and outer shoulders in each direction to reduce traffic delays and safety hazards from accidents and vehicle breakdowns, a 205-foot vertical clearance to accommodate taller vessels, a reduction in the bridge's steep grades, and a bicycle/pedestrian path with scenic overlooks. Additional improvements include reconstruction of the Terminal Island East Interchange and a new interchange with the 710 Freeway.

As of the date of this Official Statement, the Gerald Desmond Bridge Replacement Project is budgeted to cost approximately $1.561 billion and is a joint effort between the California Department of Transportation ("Caltrans") and the Harbor Department. In September 2018, the Harbor Department, Caltrans and the Federal Highway Administration undertook a comprehensive review of the projected final cost of the Gerald Desmond Bridge Replacement Project. The current budget includes additional capitalized interest and certain additional Caltrans costs.

Funding for the Gerald Desmond Bridge Replacement Project is expected to come from numerous sources, including Federal, State, and Local grants ($913 million), and other Harbor Department funds ($648 million, including the $325 million 2014 Subordinate TIFIA Loan, and the $145 million Additional Subordinate TIFIA Loan). The Harbor Department will not draw the proceeds of the 2014 Subordinate TIFIA Loan until the bridge has been opened to vehicular traffic. See "OUTSTANDING OBLIGATIONS AND DEBT SERVICE SCHEDULE—Outstanding Subordinate Obligations (2014 Subordinate TIFIA Loan and Subordinate Revolving Obligations)—2014 Subordinate TIFIA Loan."

The City, acting by and through the Board, entered into (a) a contract with Parsons Brinkerhoff Inc. to provide program management and construction management services, and (b) a lump-sum design-build contract with Shimmick Construction Company, Inc./FCC Construcción S.A./Impregilo S.p.A., a joint venture (each a "Design Builder" and collectively, the "Design Builders"), with respect to the Gerald Desmond Bridge Replacement Project. As of May 1, 2018, the design of the Gerald Desmond Bridge Replacement Project was approximately 99% complete and construction of the Gerald Desmond Bridge Replacement Project was approximately 75% complete. Construction of the new bridge began in 2013 and was originally expected to be completed by the end of 2016. Due to complexities of the site and design, in 2014, the Harbor Department revised the schedule for the Gerald Desmond Bridge Replacement Project, which included changing the date of substantial completion of the bridge (i.e. when the bridge is open to all traffic) to June 2018. However, as of May 2018, the latest schedule provided by the contractors of the bridge showed a date of substantial completion of January 2020. The Harbor Department and the contractors are currently working together to mitigate any additional schedule delays. As of the date of this Official Statement, the Harbor Department cannot predict if substantial completion of the bridge will occur as forecast by the contractor or if additional delays will occur. See "CERTAIN INVESTMENT CONSIDERATIONS—Factors Affecting 2019-28 Capital Plan" and "—Risks Related to the Disbursement of 2014 Subordinate TIFIA Loan and Gerald Desmond Bridge Replacement Project—Market Access Required if 2014 Subordinate TIFIA Loan Proceeds are not Disbursed." Following completion of the new bridge, the old bridge will be demolished and removed.

Upon completion of the new Gerald Desmond Bridge, ownership of the bridge will be transferred to Caltrans. However, the Harbor Department has agreed to pay Caltrans all operation and maintenance costs with respect to the new bridge for a 30-year period commencing on the date ownership of the bridge is transferred to Caltrans.

Civic Center Plaza (Port Headquarters Building). The new Port Headquarters Building project is a part of the City of Long Beach Civic Center project. The project includes the construction of a new headquarters building for the Harbor Department in downtown Long Beach, co-located with a new city hall, a library, a public park and other shared facilities. The Harbor Department's total project cost, including certain costs associated with facilities that will be shared with the City, the purchase of the land upon which the Port Headquarters Building is being constructed and non-construction cost, is budgeted at approximately $235 million. Procurement of the Port Headquarters Building was conducted under a modified design-build-finance-operate-maintain approach. The Port Headquarters Building and the City of Long Beach Civic Center are being developed by Plenary Properties Long Beach LLC ("Plenary"). Construction started in August 2016 and is expected to be completed in June 2019. Plenary, through a loan provided by Sumitomo Mitsui Banking Corporation, is providing the financing for the costs of construction of the Port Headquarters Building. The proceeds of the Series 2019A Bonds are being used to satisfy the Harbor Department's payment obligation to Plenary pursuant to the City's agreement with Plenary.

Fire Safety Projects. The fire safety projects include the construction of two new fireboat stations. The two proposed fireboat stations would replace one older station and one temporary facility. The cost of the new fireboat stations is estimated to be approximately $100 million. Construction of one new fireboat station is expected to be complete by the end of 2020 and the second station is expected to be completed in mid-2022.

Infrastructure Capital Improvement Programs. The Harbor Department owns and maintains infrastructure outside of operating terminals including roadways, water distribution system, sanitary sewer system, storm drain system, electrical distribution system, wharf structures and rock dikes and other assets. To manage the infrastructure condition efficiently, the Harbor Department has developed a plan for roadway, bike and pedestrian paths and wet utilities improvements, including water, sanitary sewer and storm drain, with an approximate cost of $112 million over the next ten years. To proactively monitor and manage infrastructure conditions throughout the Port, the Harbor Department intends to update the plan periodically.

Funding Sources of 2019-28 Capital Plan

The Harbor Department plans to finance the 2019-28 Capital Plan with the following sources of funding:

TABLE 10
Harbor Department of the City of Long Beach
Funding Sources of 2019-28 Capital Plan
($000's)

Funding Source	Amount
2019A Bonds Proceeds	$ 200,000
Additional TIFIA Loan	145,000
2017A, B, C Construction Funds Release	105,000
Harbor Department Revenues	1,585,000
Federal and State Grants	265,000
Total	$2,300,000

Source: Harbor Department.

In the event any of the expected federal or State grants are not received by the Harbor Department, the Harbor Department will need to obtain alternative sources of funding. See also "CERTAIN INVESTMENT CONSIDERATIONS—Unavailability of, or Delays in, Anticipated Funding Sources."

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FINANCIAL DATA

The following table presents the Harbor Department's Statements of Revenues, Expenses and Changes in Net Position for Fiscal Years 2014-2018.

TABLE 11
Harbor Department of the City of Long Beach
Comparative Summary of Statements of Revenues, Expenses and Changes of Net Position
Fiscal Years Ended September 30, 2014-2018
($000's)

	2014	2015	2016	2017	2018
Port Operating Revenues:					
Berths and Special Facilities	$346,258	$343,134	$348,171	$364,486	$384,376
Rental Properties	9,360	9,881	9,958	13,732	14,279
Miscellaneous	1,262	2,435	2,531	2,792	3,023
Total Port Operating Revenues	$356,880	$355,450	$360,660	$381,010	$401,678
Port Operating Expenses:					
Operating/Administrative	$108,455	$133,771	$143,873	$142,641	$139,259
Depreciation/Amortization	117,966	137,709	146,721	148,445	147,224
Total Port Operating Expenses	$226,421	$271,480	$290,594	$291,086	$286,482
Income from Port Operations	$130,459	$83,970	$70,066	$89,924	$115,196
Non-Operating Revenues (Expense):					
Income from Equity in Joint Ventures, Net	3,640	2,811	2,544	2,162	2,001
Interest Expense, Net of Interest Capitalized	(1,205)	(878)	(13,244)	(5,883)	(14,536)
Interest Income	3,136	4,036	4,637	1,706	4,808
Other Income (Expense), Net	(2,756)	37,539	(4,469)	4,577	133
Total Non-Operating Revenues (Expenses)	$2,816	$43,508	$(10,532)	$2,562	$(7,594)
Income Before Transfers and Grants	$133,275	$127,478	$59,533	$92,486	$107,602
Net Operating Transfers	$(17,844)	$(17,772)	$(18,693)	$(19,448)	$(20,084)
Grants	178,295 [1]	121,008 [1]	128,282 [1]	73,072 [1]	67,511 [1]
Contributions to/from Others	(10,203)	–	4,008	–	–
Change in Net Position	$283,523	$230,713	$173,130	$146,110	$155,029
Total Net Position (beginning of fiscal year)	$3,178,686	$3,462,209	$3,609,819	$3,780,027	$3,926,137
Adjustment for GASB 68 Implementation[2]	–	(83,104)	–	–	–
Adjustment for GASB 75 Implementation[2]	–	–	(2,922)	–	–
Total Adjusted Net Position (beginning of fiscal year)	$3,178,686	$3,379,105	$3,606,897	$3,780,027	$3,926,137
Total Net Position (end of fiscal year)	$3,462,209	$3,609,818	$3,780,027	$3,926,137	$4,081,166

[1] In Fiscal Years 2014, 2015, 2016, 2017, and 2018 the Harbor Department received $126 million, $97 million, $96 million, $66 million, and $59 million respectively, of federal and state grants in connection with the Gerald Desmond Bridge Replacement Project.
[2] Certain Governmental Accounting Board Standards Board statements, affecting accounting and financial reporting requirements, were implemented thereby affecting the manner in which the Harbor Department reports its financial information.
Source: The Harbor Department's audited financial statements for Fiscal Years 2014-2018.

Fiscal Year 2018 Results. Fiscal Year 2018 operating revenues were $401.7 million, an increase of 5.4% from Fiscal Year 2017. The revenue categories of containerized cargo and dry bulk (the Harbor Department's highest revenue producing cargo categories) increased 6.7% and 5.6%, respectively, in Fiscal Year 2018. The revenue category of petroleum/liquid bulk decreased 6.7% in Fiscal Year 2018 and the revenue category of general cargo decreased 1.5% in Fiscal Year 2018. Cargo volume for Fiscal Year 2018 was 180,592,903 MRTs, an increase of 7.4% from Fiscal Year 2017. Fiscal Year 2018 operating and administrative expenses were $139.3 million, a decrease of 2.4% from Fiscal Year 2017.

First Six Months of Fiscal Year 2019 Results. Operating revenues through the first six months of Fiscal Year 2019 were $212.2 million, an increase of 2.2% from the same period in Fiscal Year 2018. Containerized cargo revenue decreased 1.6% during the first six months of Fiscal Year 2019. Cargo volume for the first six months of Fiscal Year 2019 was 86.2 million MRTs, a decrease of 1.1% from the same period in Fiscal Year 2018. Operating and administrative expenses in the first six months of Fiscal Year 2019 were $56.2 million, a decrease of 5.9% compared to the same period in Fiscal Year 2018. Operating revenues of $212.2 million for the first six months of Fiscal Year 2019 were 7.8% more than budgeted operating revenues of $196.8 million. As of March 31, 2019, 61.7% of Fiscal Year 2019 projected guaranteed annual minimums had been earned.

Financial Statements

The audited financial statements of the Harbor Department for the Fiscal Year ended September 30, 2018 (the "2018 Audited Financial Statements") are included as Appendix A attached hereto. The 2018 Audited Financial Statements were audited by KPMG LLP, Los Angeles, California, independent certified public accountants, whose report with respect thereto also appears in Appendix A hereto. The Harbor Department has not requested, nor did the Harbor Department obtain, permission from KPMG LLP to include the 2018 Audited Financial Statements as an appendix to this Official Statement. KPMG LLP has not been engaged to perform and has not performed, since the date of its report included in Appendix A hereto, any procedures on the financial statements addressed in that report. KPMG LLP also has not performed any procedures relating to this Official Statement.

Accounting and Annual Budget

The City's and the Harbor Department's Fiscal Year begins on October 1 and ends on the subsequent September 30. All accounting functions for the Harbor Department are computerized. The Harbor Department's practice of establishing separate operating accounts for each berth, special facility and leased property in the Port allows the Harbor Department to determine the relative profitability of every individual Port installation at any time. All operating records of the Harbor Department are, as provided by the Charter, audited annually by the City Auditor of the City of Long Beach as well as by an independent certified public accountant. See "—Financial Statements" above.

An annual operating budget is developed by Harbor Department staff and is reviewed and approved by the Board. In accordance with the terms of the Charter, the Harbor Department's budget is then submitted to the City Manager for inclusion in the City budget. The City Council must approve the City budget prior to the beginning of each Fiscal Year.

Retirement Programs

Pension Plan.

General. Salaries and benefits costs of the Harbor Department include funding of retirement benefits for employees of the Harbor Department who, as City employees, participate in the California Public Employees Retirement System ("CalPERS"). Retirement payments paid from Harbor Department revenues were $6.0 million in Fiscal Year 2014, $6.7 million in Fiscal Year 2015, $8.1 million in Fiscal Year 2016, $9.1 million in Fiscal Year 2017, and $12.1 million in Fiscal Year 2018. The Harbor Department estimates that the required contribution for Fiscal Year 2019 will be approximately $14.1 million. Payments to CalPERS constitute Maintenance Costs of the Harbor Department.

For a variety of reasons, including investment losses, the City has experienced significant unfunded liabilities, and retirement costs payable with respect to all City employees, including employees of the Harbor Department, have increased in recent years. The Harbor Department is allocated approximately 19.2% of the City's total CalPERS liability. As of June 30, 2017, the City's "Miscellaneous Plan" with CalPERS (in which the Harbor Department employees participate) had an unfunded liability (with respect to all participating City employees, including employees assigned to the General Fund, the Harbor Department, and other enterprise funds) of approximately $595.4 million (market value basis), which resulted in a funding ratio of 76.4% (market value basis).

In December 2016, the CalPERS Board lowered the actuarial assumption relating to the investment rate of return to be phased in over three years: for the fiscal year ending June 30, 2018 the rate will be 7.375%; for the fiscal year ending June 30, 2019 the rate will be 7.25%; and for the fiscal year ending June 30, 2020 the rate will be 7.00%. This is projected to result in increases in the City's (and the Harbor Department's) required contributions to CalPERS, and such increases could be significant. See "Note 15 – Retirement Program" in "APPENDIX A—HARBOR DEPARTMENT OF THE CITY OF LONG BEACH AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2018" for additional information about the pension plan.

Changes to Pension Reporting. On June 25, 2012, the Governmental Accounting Standards Board ("GASB") approved two new standards with respect to pension accounting and financial reporting standards for state and local governments and pension plans. The new standards are set forth in GASB Statements 67 and 68 and replaced GASB Statement 27 and most of GASB Statements 25 and 50. The changes impact the accounting treatment of pension plans in which state and local governments participate, including the City's pension plans. Major changes include: (1) the inclusion of unfunded pension liabilities on the government's balance sheet (such unfunded liabilities were previously typically included as notes to the government's financial statements); (2) more components of full pension costs are shown as expenses regardless of actual contribution levels; (3) lower actuarial discount rates are required to be used for underfunded plans in certain cases for purposes of the financial statements; (4) closed amortization periods for unfunded liabilities are required to be used for certain purposes of the financial statements; and (5) the difference between expected and actual investment returns are recognized over a closed five-year smoothing period.

In addition, GASB Statement 68 states that, for pensions within the scope of the statement, a cost-sharing employer that does not have a special funding situation is required to recognize a net pension liability, deferred outflows of resources, deferred inflows of resources related to pensions, and pension expense based on its proportionate share of the net pension liability for benefits provided through the pension plan. While the new accounting standards change financial statement reporting requirements, they do not impact funding policies of the pension systems. The reporting requirements for pension plans took effect for the fiscal year beginning mid-2013 and the reporting requirements for government employers will took effect for the fiscal year beginning mid-2014. The audited financial statements of the Harbor Department for Fiscal Year 2018 reflect implementation of the new GASB requirements, and resulted in the recognition of a net pension liability of the Harbor Department of approximately $111.0 million. See "Note 15 – Retirement Program" in

"APPENDIX A—HARBOR DEPARTMENT OF THE CITY OF LONG BEACH AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2018" for a discussion of the impact of GASB 68.

Other Post-Employment Benefits. In addition to required contributions for retirement benefits for employees, the City pays certain post-employment health care and other non-pension benefits ("OPEB") for such employees. The Harbor Department's OPEB expenses were approximately $218,000 in Fiscal Year 2018, and are expected to increase in the future. See "Note 15 – Retirement Program" in "APPENDIX A—HARBOR DEPARTMENT OF THE CITY OF LONG BEACH AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2018" for additional information about the post-retirement health care benefits provided to the employees of the Harbor Department).

Risk Management and Insurance

The Master Senior Resolution does not specify any minimum amount of insurance coverage. Instead, the Master Senior Resolution requires the Board to maintain insurance or qualified self-insurance on the Port as is customarily maintained with respect to works and properties of like character against accident to, loss of or damage to the Port. The Master Senior Resolution does not require the Board to carry insurance against losses due to seismic activity. The Harbor Department presently carries an all-risk property insurance program covering physical loss or damage by fire and other risks (excluding earthquake and flood) with a loss limit of $1.427 billion, and a deductible of $500,000 per occurrence. Coverage for property damage caused by foreign and domestic acts of terrorism also is included in the all-risk property insurance program. Excluded from the terrorism coverage, among other things, is property damage caused by acts of terrorism arising directly or indirectly from nuclear detonation and reaction, nuclear radiation, radioactive contamination or chemical release or exposure of any kind. Coverage for property damage caused by foreign and domestic acts of terrorism is also subject to the federal Terrorism Risk Insurance Act, which limits the amount insurance providers are required to pay in the event of foreign and domestic acts of terrorism. See also "CERTAIN INVESTMENT CONSIDERATIONS—Security at the Port."

The Harbor Department also carries a comprehensive excess liability insurance program in the amount of $150 million, in excess of $1 million of self-insurance carried by the Harbor Department, covering all of the Harbor Department's operations, including acts of sabotage and domestic and foreign acts of terrorism. Primary policies for liability and physical damage are in force covering the Harbor Department's fire and work boats and contractor type equipment. The Harbor Department has elected to self-insure the first $1 million of its auto liability exposure.

There can be no assurance as to the ability of an insurer to fulfill its obligations under any insurance policy and no assurance can be given as to the adequacy of such insurance to fund necessary repair or replacement of the damaged property. When renewing its insurance policies the Harbor Department makes no guarantee as to the ability to continue receiving the existing coverage or deductible amounts.

Port tenants are required to carry commercial general liability insurance coverage, auto liability insurance coverage, workers compensation and insurance coverage as required by the Federal U.S. Long Shore and Harbor Workers Act. Pollution liability insurance coverage also is required where warranted by exposure. Liability insurance requirements include bodily injury and property damage liability, on the leased premises and to name the City, the Board and the officers and employees of the Harbor Department as additional insured parties. Risk of loss is also transferred from the Harbor Department through the use of insurance endorsements and indemnification provisions contained in the various lease documents.

To further mitigate the adverse effects of a business disruption, the Harbor Department has developed and implemented a business continuity plan. The plan responds to incidents that impact key facilities, personnel, systems, applications, and resources and is coordinated with key stakeholders and civil authorities.

Investment Policy

The Harbor Department's cash and investments, including restricted cash and investments, are pooled with the other City funds and maintained by the City Treasurer, except for the cash and investments that are held by U.S. Bank National Association, as trustee pursuant to the Sixth Supplemental Senior Resolution. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2019A SENIOR BONDS—Funds Held by Third Parties." Interest income and gains and losses earned on pooled cash and investments are allocated monthly to the various pool participants based on their average daily cash balances. The Harbor Department is required by the Charter to participate in the City Treasurer's pool.

The City maintains an Investment Policy, which, pursuant to the provisions of Section 53646 of the California Government Code, is annually submitted to and reviewed by the Investment Committee of the City and approved by the City Council. Quarterly reports are also provided to the City Manager, City Auditor, and the City Council which detail investment activity and portfolio balances. In addition, the Investment Advisory Committee, comprised of the Deputy City Attorney, the Assistant City Auditor, the City Treasurer, the City Controller, Budget and Performance Management Bureau staff, and designated representatives of the Harbor Department and the Water Departments meets monthly, or as needed, with the City's investment advisor to review investment policies and strategies and to make recommendations consistent with approved investment policies.

The goal of the Investment Policy is to invest public funds in a prudent manner, maintaining maximum security, meeting the daily cash flow demand of the City and conforming to all State and local statutes governing the investment of public funds. The objectives of the Investment Policy are, in the following order of priority:

(a) Safety: safety of principal is the foremost objective of the investment program, however risk is inherent throughout the investment process. The City's investments shall be undertaken in a manner that seeks to maximize the preservation of capital in the overall portfolio and minimize the risk related to capital losses from institutional default, broker-dealer default, or erosion of market value.

(b) Liquidity: the City's investment portfolio will remain sufficiently liquid to meet all operating requirements that might be reasonably anticipated.

(c) Yield: the City shall manage its funds to maximize the return on investments consistent with the two primary objectives of safety and liquidity. The investment goals are to maximize interest income through the prudent implementation of the Investment Policy and developed guidelines.

The City has established three benchmark measures for the pool funds portfolio: the three month U.S. Treasury Bill rate for the short maturity portfolios, the 1-year Constant Maturity Treasury index or equivalent index whose duration is equal to one year for the intermediate term portfolios, and the BofA Merrill Lynch 1-5 year U.S. Treasury and Agency Index for the long maturity portfolios.

The City's investment alternatives are specified in the California Government Code, Sections 53600 et seq. Within this framework, the Investment Policy specifies authorized investments, subject to certain limitations.

[UPDATE PRIOR TO POSTING] According to the City Treasurer's Monthly Report for the quarter ending June 30, 2018, the City's invested funds totaled approximately $1.7 billion (of which approximately $464.8 million consisted of Harbor Department moneys). The City's investment portfolio includes a variety of fixed income securities that vary in maturity from one day to five years. As of June 30, 2018, the City's investment portfolio consisted of U.S. Treasury Notes (44.55%), U.S. Agency Notes (37.87%), the State of California Local Agency Investment Pool (10.65%), and certain other types of securities (6.93%).

A summary of the City Treasurer's Monthly Report for the quarter ending June 30, 2018, is set forth below:

TABLE 12 [UPDATE PRIOR TO POSTING]
City of Long Beach
Invested Funds
(Quarter Ending June 30, 2018)

	Pooled Fund
Invested Market Balance	$1,690,127,716
Portfolio Market Yield	1.3254%
Short-term Weighted Average Maturity	0.27 years
Intermediate-term Weighted Average Maturity	0.84 years
Long-term Weighted Average Maturity	2.61 years

Source: The City

CERTAIN INVESTMENT CONSIDERATIONS

The purchase and ownership of the Series 2019A Senior Bonds involve investment risk and may not be suitable for all investors. Prospective purchasers of the Series 2019A Senior Bonds are urged to read this Official Statement, including all Appendices, in its entirety. The factors set forth below, among others, may affect the security of the Series 2019A Senior Bonds. However, the following does not purport to be an exhaustive listing of all considerations which may be relevant to investing in the Series 2019A Senior Bonds. In addition, the order in which the following information is presented is not intended to reflect the relative importance of any such considerations.

Ability to Meet Rate Covenant

As discussed in "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2019A SENIOR BONDS—Rate Covenant," the Master Senior Resolution provides that the City, acting by and through the Board, prescribe, revise and collect such charges, rentals, compensation or fees required to be paid for services, franchises, leases or licenses, as permitted or required by the Charter or otherwise by law, ordinance or order, to the City for operation upon lands and waters under the control and management of the Board, which, after making allowances for contingencies and error in the estimates, produce Revenues in each Fiscal Year equal to 1.25 times Maximum Annual Debt Service on the Senior Bonds.

In California, marine terminal services and facilities are priced through leases, and preferential, management and user agreements with water carriers and/or terminal operators. These arrangements generally provide for economic discounts from established tariffs in exchange for term commitments and/or minimum payment guarantees. A substantial majority of the Harbor Department's maritime revenues are generated by such agreements. As payments under those agreements are usually based on current tariff rates, the Harbor Department can generally increase its revenues under those agreements either by increasing its tariff rates or through increases in shipping line volume. However, there are contractual, statutory, regulatory, practical, procedural and competitive limitations on the extent to which the Harbor Department can increase tariffs. Implementation of an increase in the schedule of rentals, rates, fees and charges for the use of the Port could have a detrimental impact on the operation of the Port by making the cost of operating at the Port unattractive to shipping lines and others in comparison to other locations, or by reducing the operating efficiency of the Port. See "THE PORT OF LONG BEACH—Property Agreements" above and "—Port Competition" below.

No Reserve Fund Established for Series 2019A Senior Bonds; Reserve Funds Established for Certain Existing Senior Bonds Not Available for Series 2019A Senior Bonds

No debt service reserve fund will be established to secure the payment of the principal of and interest on the Series 2019A Senior Bonds.

At the time of issuance of the Series 2010A Senior Bonds and the Series 2010B Senior Bonds, the Board established separate reserve funds for each series of those Senior Bonds. Each of these reserve funds only secures the Senior Bonds for which they were established. The Series 2019A Senior Bonds will not be secured by the reserve funds established and maintained for these Senior Bonds. The reserve funds established and maintained for the Series 2010A Senior Bonds and the Series 2010B Senior Bonds, respectively, are funded with cash and investments.

Factors Affecting Demand for Port Facilities

The demand for Port facilities and the Revenues of the Harbor Department are significantly influenced by a variety of factors, including, among others, global, domestic and local economic and political conditions, governmental regulation (including tariffs and trade restrictions), fuel prices, construction activity, currency values, international trade, availability and cost of labor, vessels, containers and insurance, the efficiency and adequacy of transportation and terminal infrastructure at the Port, the adequacy and location of major distribution hubs, the financial condition of maritime related industries, the proliferation of operational alliances and other structural conditions affecting maritime carriers. See "—Alliances and Consolidation of Container Shipping Industry" below.

The global, domestic and local economies play a very important role in the Port's container volumes and resulting revenues. In 2008 and 2009, the global economic recession resulted in a significant drop in global trade. This was exemplified by an approximately 8.5% decrease in the Port's contained volume in Fiscal Year 2008 as compared to Fiscal Year 2007 and an additional decrease of 21.6% in Fiscal Year 2009 as compared to Fiscal Year 2008. Future adverse economic conditions or actions that could negatively affect the economy (i.e., tariffs) could have an adverse effect the Revenues of the Harbor Department.

In the past, most recently being in late 2014 and early 2015, another factor affecting demand at the Port (and the Port of Los Angeles) has been congestion which has been caused by, among other things, ocean carriers divesting chassis ownership, shipping alliances and consolidation of the container ship industry, prolonged labor contract negotiation, and large volume ships straining marine terminal operating methods. Between October 2014 and March 2015, cargo throughput at the San Pedro Bay Ports decreased by 1.8% as compared to the period between October 2013 and March 2014. The Harbor Department cannot predict if congestion again will result in decreased demand of the Port's facilities.

Marine terminals continue to adjust to the deployment of mega vessels, defined as vessels with a TEU capacity of 10,000 or more. The Port is one of few ports nationwide that has the physical infrastructure to handle the so-called "big ships". At 76 feet, the Port has one of the deepest harbors of any seaport in the world. Five years ago, the average size vessel calling at the Port carried 8,000 TEUs. Today, vessels carrying up 13,000 TEUs call regularly and larger vessels are expected to arrive in the coming years as Middle Harbor reaches full development.

The San Pedro Bay Ports complex is the focal point for roughly 26 weekly vessel calls from East Asian ports, more than any other port complex in North America. The frequency of these vessel calls provides the Ports with operating flexibility and capacity. The Port offers features that extend beyond the piers, docks and waterways, in that Port tenants are serviced by the Union Pacific and BNSF Railways with over 75 weekly on-dock rail departures from Long Beach linking to an extensive network of rail connections. Additionally, southern California has the largest collection of logistics facilities in the nation, with approximately 1.7 billion square feet of warehouses and distribution centers.

Port Competition

The Revenues of the Harbor Department may be adversely impacted by increasing competition from other port facilities; however the Harbor Department cannot predict the scope of any such impact at this time. In addition, the imposition of fees that apply only to the Port or to a group of ports that includes the Port, may increase the cost to ocean carriers of utilizing the Port and may ultimately result in those ocean carriers using competing port facilities. The Harbor Department may reduce the tariffs or other charges applicable to its ocean carriers to moderate some or all of the potential impact, which in turn would reduce Revenues. See "—Factors Affecting Demand for Port Facilities" above.

There is significant competition for container traffic among North American ports. Success depends largely on the size of the local market and the efficiency of the port and inland transportation systems for non-local destinations. According to the American Association of Port Authorities, for the calendar year ended December 31, 2018, the top nine container ports in the nation in terms of container cargo were: (1) Port of Los Angeles (9.4 million TEUs), (2) Port of Long Beach (8.1 million TEUs), (3) Ports of New York and New Jersey (7.1 million TEUs), (4) Port of Savannah (4.3 million TEUs); (5) The Northwest Seaport Alliance (Ports of Seattle and Tacoma) (3.8 million TEUs), (6) Port of Norfolk (2.8 million TEUs), (7) Port of Houston (2.7 million TEUs), (8) Port of Oakland (2.5 million TEUs), and (9) Port of Charleston (2.3 million TEUs).

Primary competition for the Port comes from the U.S. West Coast Ports of Los Angeles, Oakland, Seattle and Tacoma and the Canadian Ports of Vancouver and Prince Rupert. All-water service from Asia to the U.S. Gulf Coast and East Coast ports through the Panama Canal and through the Suez Canal also compete for the same cargoes. Improvements completed in 2016 to the Panama Canal will allow larger ships to traverse the canal and some diversion of Asian imports from West Coast ports to the U.S. East and Gulf Coast ports may increase. In addition, there may be longer-term competition from the West Coast ports of Mexico. All of these ports compete with the Port for discretionary intermodal cargo destined for locations in the Central and Eastern United States and Canada. Currently, this discretionary cargo moves eastward primarily by rail, after being off-loaded at West Coast ports in the United States and Canada. Discretionary cargo is highly elastic and is controlled largely by cargo owners and/or ocean carriers who can direct and redirect cargo to any port they choose. Currently, approximately 65% of the cargo handled by the Port is discretionary cargo. Each port has various competitive advantages and disadvantages in attracting this cargo, but overall cost is the primary factor in routing decisions. The greatest risk to the Port's market share is with the intermodal discretionary cargo segment. Reduced market share ultimately could impact revenue for the Harbor Department. See "THE PORT OF LONG BEACH—Stevedoring and Cargo Handling."

Southern California. The Port and the Port of Los Angeles compete for cargo that "naturally" moves through Southern California. Such cargo includes both local cargo (e.g., cargo consumed within the locally defined region) and cargo that is routed through Southern California for other reasons (e.g., superior inland distribution capability). The population base in Southern California has been a key driving force for the growth of container cargo moving through the San Pedro Bay Ports. The roughly 24 million people living in Southern California are a lucrative market for imported goods which cargo owners and ocean carriers need to service directly. The development of large efficient container terminals and connections to intermodal rail links benefit the carriers and cargo owners due to the economies of scale at the San Pedro Bay Ports. Most container services calling on the West Coast include stops in Southern California and of these stops, a majority utilize the San Pedro Bay Ports as their first port of call and primary intermodal gateway. Over the past ten calendar years, total container throughput at the San Pedro Bay Ports increased from approximately 11.8 million TEUs in 2009 (which amount reflected the negative impacts of the last recession) to approximately 17.5 million TEUs in 2018. Over the last five years, as the economy recovered from the recession, total container throughput at the San Pedro Bay Ports increased by 15.8% from approximately 15.2 million TEUs in 2014 to approximately 17.5 million TEUs in 2018. The San Pedro Bay Ports' share of total West Coast TEU throughput was approximately 61.6% in 2018.

The Port of Los Angeles is effectively the Port's only competition for the local market areas of Southern California, Arizona, New Mexico, Southern Nevada and Utah because of its proximity to the Port and shared inland infrastructure. Other Southern California ports, such as San Diego and Hueneme, account for a very small percentage of total West Coast cargo volume and are not expected to increase their market shares significantly in the foreseeable future. The Port of Los Angeles was the number one container port in the nation during calendar year 2018, moving approximately 9.4 million TEUs, as compared to the Port (the second busiest container port in the nation) which moved approximately 8.1 million TEUs. For calendar year 2018, the Port's share of total West Coast containerized cargo was approximately 28.4% as compared to approximately 33.2% for the Port of Los Angeles.

Oakland. The Port of Oakland is the primary container port for the San Francisco Bay Area. Although the Port of San Francisco has cargo handling facilities, its primary focus is waterfront commercial real estate. Therefore, the Port of Oakland dominates container traffic through Northern California. The Port of Oakland handled approximately 2.4 million TEUs in calendar year 2017, accounting for approximately 8.8% of the West Coast container market. In calendar year 2018, the Port of Oakland handled approximately 2.5 million TEUs, and its share of the West Coast container market was approximately 8.9%.

Pacific Northwest. Despite the relatively small population base of western Washington, the Ports of Seattle and Tacoma have some advantages over other ports. Located on Puget Sound, the Ports of Seattle and Tacoma enjoy naturally deep harbors and are one day's sailing time closer to the ports in the Pacific Rim countries than the Port. Unlike the Port, the Ports of Seattle and Tacoma are subsidized by general property tax revenues, which allow them to price their marine terminal facilities below the Port's. The Ports of Seattle and Tacoma handled approximately 3.7 million TEUs in calendar year 2017, and together accounted for a total of approximately 13.4% of the West Coast container market. The Ports of Seattle and Tacoma handled approximately 3.8 million TEUs, in calendar year 2018, and together accounted for a total of approximately 13.3% of the West Coast container market.

On December 1, 2014 the Ports of Tacoma and Seattle announced the formation of The Northwest Seaport Alliance to unify management at the two ports' marine cargo terminals and collaborate on business objectives, strategic maritime investments, financial returns, performance metrics, organizational structure and communications and public engagement.

The development of additional container handling capacity at Port Metro Vancouver ("PMV"), which was formed by the merger of the Ports of Vancouver, Fraser River and North Fraser River, has added a competitive threat to the Puget Sound ports and provides an alternative gateway for some U.S. intermodal cargo. Like the Ports of Seattle and Tacoma, PMV is one day's sailing time closer to the ports in the Pacific Rim countries than the Port. In January 2010, PMV opened a third berth at Deltaport, which increased PMV's capacity by up to 600,000 TEUs and added 50 acres of container storage facilities to the existing two berth container terminal (210 acres after expansion). In addition, PMV is planning the Robert Banks Terminal 2 Project at Deltaport, which will add a new, three-berth container facility with 200 acres of upland container terminal. PMV handled approximately 3.2 million TEUs in calendar year 2017, accounting for approximately 11.9% of the West Coast container market. PMV handled approximately 3.3 million TEUs in calendar year 2018, accounting for approximately 11.9% of the West Coast container market.

All-Water Routes. The use of all-water routes to the East and Gulf Coasts of the U.S. is an alternative to Asian intermodal cargo moving through United States West Coast ports. Demand for these all-water services increased following the 2002, 2008 and 2014 longshore contract issues that affected the entire West Coast. The primary appeal of the all-water routes is the expected reliability of the services (e.g., the lack of perceived labor shortages or work stoppages). Historically, constraints to all-water routes included lack of channel depth at many Gulf and East Coast ports compared to West Coast ports, longer shipping times, and vessel size limitations of the Panama Canal. The latter constraint was mitigated by an expansion of the Panama Canal, the completion of which occurred in 2016 and allows larger vessels to navigate the isthmus in order to reach Gulf and East Coast ports. The competitive landscape also includes plans now in the works for many ports to increase channel depth, and remove other physical obstacles which prevent the calling of "big ships," and enhancing operational efficiency through the purchase and use of new equipment and automation, as well as augmenting transportation infrastructure.

Alliances and Consolidation of Container Shipping Industry

As illustrated by the bankruptcy of Hanjin in 2016, since 2007, the financial health of the container-shipping industry has been under substantial stress because of numerous factors, including, among others, the world financial crisis which occurred between 2008 and 2009, overcapacity of available ships, decreasing freight rates and volatile fuel costs. In response to these challenges, the container-shipping industry has seen the forming of strategic alliances and the merger of certain shipping lines. As of the date of this Official Statement, there are three main shipping alliances, 2M+H+Z, THE Alliance and OCEAN Alliance. In 2014, Maersk and Mediterranean Shipping Company established the "2M Alliance," a 10-year agreement for Asia-Europe, trans-Atlantic and trans-Pacific routes. In 2017, Hyundai Merchant Marine Shipping became a partner in 2M through a strategic cooperation agreement, and the name of the alliance changed to 2M+H. In 2018, ZIM also became a partner in this agreement adding a "Z" to name and changing the alliance to 2M+H+Z. "THE Alliance," established in 2017, consists of NYK Line, MOL, "K" Line, Yang Ming, and Hapag-Lloyd. In April 2018, NYK Line, MOL and "K" Line became one company, the Ocean Network Express (ONE). According to THE Alliance, the pact is for five years and will include Asia-Europe, Asia-Mediterranean, trans-Pacific to United States West Coast and East Coast ports, trans-Atlantic and Asia-Middle East routes. "OCEAN Alliance," established in 2017 consists of CMA CGM, Evergreen, OOCL and COSCO. According to OCEAN Alliance, the pact will be for ten years and will include Asia-Europe, Asia-Mediterranean, trans-Pacific to United States West Coast and East Coast ports, trans-Atlantic, Asia-Red Sea and Asia-Middle East routes. According to IHS Markit/PIERS, these three alliances shipped over 85% of all imports from Asia to the United States during calendar year 2017. Many of the container-shipping lines that are part of 2M+H+Z, THE Alliance and OCEAN Alliance operate at the Port.

In addition to the alliances described above, numerous shipping lines have merged in the past five years. In 2017, COSCO agreed to purchase the parent company of OOCL. However, in order to receive U.S. government approval for the purchase, COSCO agreed to divest its ownership in LBCT, the operator of the Middle Harbor Terminal. Any purchaser of COSCO's interest in LBCT would be required to assume all of the obligations (including guaranteed annual minimum payments) of OOCL under the 40-year preferential assignment agreement for the Middle Harbor Terminal. While the sale of LBCT is pending, ownership was transferred to a trust, whose principal trustee must be a U.S. citizen. As described in "THE PORT OF LONG BEACH—Current Port Facilities—Container Terminals—Middle Harbor Terminal," OOCL has signed a Purchase and Sale Agreement to sell its interest in the Preferential Assignment Agreement relating to Middle Harbor Terminal, subject to approval by federal regulators.

Additional alliances and mergers could occur in the future. Although, at this time, the Harbor Department cannot predict what effect 2M+H+Z, THE Alliance and OCEAN Alliance and the pending sale of LBCT, will have on container traffic at the Port or the Revenues of the Harbor Department, alliances and consolidation in the container-shipping industry could impact container traffic at the Port and affect Revenues.

Factors Affecting 2019-28 Capital Plan

The ability of the Harbor Department to complete the projects in the 2019-28 Capital Plan may be adversely affected by various factors including: (a) estimating errors; (b) design and engineering errors; (c) changes to the scope of the projects, including changes to federal security regulations; (d) delays in contract awards; (e) material and/or labor shortages; (f) unforeseen site conditions; (g) adverse weather conditions and other force majeure events, such as earthquakes; (h) contractor defaults; (i) labor disputes; (j) unanticipated levels of inflation; (k) environmental issues; and (l) unavailability of, or delays in, anticipated funding sources. The Harbor Department can provide no assurance that the existing projects in the 2019-28 Capital Plan will not cost more than the current budget for these projects. Any schedule delays or cost increases could result in the need to incur additional indebtedness.

Unavailability of, or Delays in, Anticipated Funding Sources

As described herein, the Harbor Department anticipates that funding for the 2019-28 Capital Plan will be provided through proceeds of Senior Bonds and Subordinate Obligations, revenues of the Harbor Department, federal and State grants and other sources. See "CAPITAL DEVELOPMENT PROGRAM" for a description of the financing plan for the 2019-28 Capital Plan. In the event that any of such sources are unavailable for any reason, including unavailability of revenues of the Harbor Department, reduction in the amount or delays in the receipt of federal and State grants available to the Harbor Department or any other reason, the completion of the 2019-28 Capital Plan could be substantially delayed and financing costs could be higher than projected. There can be no assurances that such circumstances will not materially adversely affect the financial condition or operations of the Port.

Risks Related to the Disbursement of 2014 Subordinate TIFIA Loan and Gerald Desmond Bridge Replacement Project

Disbursement of 2014 Subordinate TIFIA Loan. It is expected that a portion of the principal of the Series 2018A Senior Notes will be paid at maturity in December 2020 from the proceeds of a disbursement of the 2014 Subordinate TIFIA Loan. The proceeds of the 2014 Subordinate TIFIA Loan are expected to be drawn no later than one year after substantial completion of the Gerald Desmond Bridge Replacement Project, which is currently projected to be by January 2020. Disbursement of the 2014 Subordinate TIFIA Loan is subject to several conditions precedent. In the event the conditions to disbursement of the 2014 Subordinate TIFIA Loan cannot be satisfied on or before the maturity date of the Series 2018A Senior Notes, the Harbor Department will be required to use an alternate method of repaying the Series 2018A Senior Notes, including the issuance of additional Senior Bonds and/or Subordinate Obligations. See "Market Access Required if 2014 Subordinate TIFIA Loan Proceeds are not Disbursed" below.

Completion of the Gerald Desmond Bridge Replacement Project. As described above under "Disbursement of 2014 Subordinate TIFIA Loan," substantial completion of the Gerald Desmond Bridge Replacement Project must occur prior to the TIFIA Lender disbursing proceeds under the 2014 Subordinate TIFIA Loan. Under the 2014 Subordinate TIFIA Loan Agreement, substantial completion of the Gerald Desmond Bridge Replacement Project is generally defined as the opening of the new bridge to vehicular traffic.

Completion of the construction of the Gerald Desmond Bridge Replacement Project within budget and on schedule may be adversely affected by various factors including: (a) estimating errors; (b) design and engineering errors; (c) material and/or labor shortages; (d) unforeseen site conditions; (e) adverse weather conditions and other force majeure events, including, earthquakes (see "—Seismic Risks" below), tornados, hurricanes or other natural disasters, epidemics, blockades, rebellions, war, riots, acts of sabotage, terrorism or civil commotion, and spills of hazardous materials, among other events; (f) defaults of the one or more of the Design Builders and litigation involving one or more of the Design Builders; (g) labor disputes; (h) environmental issues; (i) unavailability of other funding sources; (j) changes in law; and (k) delays in obtaining or renewing required permits and revocation of permits and other approvals. No assurance can be made that the Gerald Desmond Bridge Replacement Project will not cost more than the current budget. Any delays in completing the Gerald Desmond Bridge Replacement Project could result in the proceeds of the 2014 Subordinate TIFIA Loan not being available to pay the principal of the Series 2018A Senior Notes at maturity.

As described herein, the Harbor Department anticipates that funding for the Gerald Desmond Bridge Replacement Project will come from numerous sources, including, federal, state, and local grants ($913 million), and other Harbor Department funds ($648 million, including the $325 million 2014 Subordinate TIFIA Loan, and the $145 million Additional Subordinate TIFIA Loan). In the event that payment of the federal, state and local grants are delayed or if such grants are reduced and the Harbor Department is not able to replace such grants with funds of the Harbor Department or proceeds of additional Senior Bonds and/or Subordinate Obligations, the completion of the Gerald Desmond Bridge Replacement Project could be substantially delayed.

Market Access Required if 2014 Subordinate TIFIA Loan Proceeds are not Disbursed. In the event the conditions to disbursement of the 2014 Subordinate TIFIA Loan cannot be satisfied on or before the maturity date of the Series 2018A Senior Notes, the Harbor Department will be required to use an alternate method of repaying the Series 2018A Senior Notes, which could include issuing additional Senior Bonds or additional Subordinate Obligations. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2019A SENIOR BONDS—Additional Senior Bonds." No assurances can be given that the City, acting by and through the Board, will be able to access the capital markets in the event proceeds are not disbursed under the 2014 Subordinate TIFIA Loan.

Damage or Destruction of New Bridge Prior to Transfer to Caltrans. One of the conditions precedent to the disbursement of the 2014 Subordinate TIFIA Loan is that no material adverse change has occurred to the new bridge prior to its transfer to Caltrans. In the event the Gerald Desmond Bridge Replacement Project has been substantially completed, but the City, acting by and through the Board, has not yet transferred the new bridge to Caltrans and the new bridge is damaged either through a natural event (e.g., earthquake) or other event (e.g., terrorist act), the TIFIA Lender may refuse to disburse the proceeds of the 2014 Subordinate TIFIA Loan. See "—Security at the Port" and "—Seismic Risks" below.

Executive Orders and Federal Laws and Regulations (Tariffs and Trade)

Since taking office in January 2017, the Trump Administration has issued several executive orders and proclamations, and has indicated its intent to initiate additional executive orders, legislation and/or regulations affecting Federal policy in areas such as tariffs and trade.

Since January 2018, President Trump has applied a significant amount of new tariffs to a wide variety of products imported from China and other nations, including aluminum, steel and consumer goods. As of the date of this Official Statement, the Trump administration continues to review the imposition of additional tariffs. In response to the tariffs imposed by the U.S., numerous countries around the world (including China) have imposed tariffs on U.S. produced goods, and have publicly indicated additional tariffs may be imposed in the future. While tariffs imposed by the U.S., China and other nations may, in general have a financial impact upon the Harbor Department and/or the tenants of the Port, as of the date of this Official Statement, insufficient information is available to estimate the magnitude, if any, of such potential impacts.

Security at the Port

As a result of the terrorists attacks of September 11, 2001, the Maritime Transportation Security Act of 2002 ("MTSA") was signed into law on November 25, 2002 to require sectors of the maritime industry to implement measures designed to protect the ports and waterways of the U.S. from a terrorist attack. MTSA requires interagency teamwork within the Department of Homeland Security, including, the U.S. Coast Guard, the Transportation Security Administration (the "TSA") and the Bureau of Customs and Border Protection, and the Department of Transportation's Maritime Administration to develop security regulations. The security regulations focus on those sectors of maritime industry that have a higher risk of involvement in a transportation security incident, including various tank vessels, barges, large passenger vessels, cargo vessels, towing vessels, offshore oil and gas platforms, and port facilities that handle certain kinds of dangerous cargo or service the vessels listed above. Such regulations were implemented on July 1, 2003, and final rules became effective in November 2003. The regulations provide for port and vessel owners and operators to assess their vulnerabilities, and to then develop plans that may include implementing vehicle, container and baggage screening procedures, designating security patrols, establishing restricted areas, implementing personnel identification procedures, accessing control measures, and/or installing surveillance equipment. The Harbor Department and each of its applicable tenants have in place procedures for complying with MTSA.

To comply with MTSA regulations and based on the Harbor Department's own initiatives, the Harbor Department is implementing certain security measures. The Harbor Department has installed and implemented a video camera surveillance system to monitor activities throughout the Port complex. To address waterside threats, the Harbor Department has a radar detection system and has agreements with the Long Beach Police Department to provide 24/7 "on water" patrol capability. The Harbor Department is working with marine terminal operators and other stakeholders within and outside the Port to share video camera feeds, thereby enhancing overall regional security monitoring capabilities. The Harbor Department has installed tools to assist in emergencies, including programmable highway signs, an AM radio station, and an automated emergency notification system to provide secure communications with tenants and emergency services. The Harbor Department continues to support efforts by the TSA to implement a transportation workers identification card. The Harbor Department has improved and continues to enhance physical security throughout the Port complex by installing security fencing, lighting, barriers and access control systems. These improvements are being applied to all infrastructure above and below ground. Radiation portal monitors have been installed at all of the container terminals, which are managed by the U.S. Customs & Border Protection. All containers originating at foreign ports will be tested for the presence of radioactive materials when leaving the Port.

In February 2009, the Harbor Department opened the Joint Command & Control Center which serves as the Harbor Department Security Division and Port Police Division headquarters and functions as a multi-agency incident command post, housing approximately 120 personnel (which is triple the level of staffing on September 11, 2001). The Command and Control Center functions as a "maritime domain awareness center" and combines and displays all the surveillance, detection and monitoring data from throughout the Port; this data is shared and communicated with facility security personnel and law enforcement agencies that protect the harbor complex. In addition, the Harbor Department has implemented a geo-spatial software platform that provides a common operational picture of the region's maritime domain to support daily security functions, incident response, and recovery operations. The Command and Control Center also is the home to the Maritime Coordination Center, which coordinates the response to offshore illicit activities for over 70 different maritime law enforcement entities along 320 miles of California coastline. The Harbor Department has significantly increased its budgeted security operating costs since 2002. Security Division operating expenses as well as service agreements with City of Long Beach Fire and Police Departments have increased from $15.6 million in 2008 to $31.0 million in 2019.

In 2016 and 2017, the Harbor Department took delivery of two new state-of-the-art fireboats that will, among other things, enable it to respond more effectively to fires on mega-cargo ships. In addition, these fireboats are equipped with chemical, biological, radiological, and nuclear response capabilities and have an air tight citadel and equipment that enables them to respond to hazardous incidents.

There can be no assurance that MTSA requirements will not become more strict or that additional requirements may require the Harbor Department to incur additional security-related expenses.

National and local law enforcement officials have warned that additional terrorist attacks upon key infrastructure and other targets in the United States are possible. The Port and the surrounding waterways are particularly visible infrastructure assets that could be the subject of future attempted terrorist attacks. A shutdown of the Port complex could have a significant impact on the U.S. economy. A terrorist attack on the Port or the surrounding waterways or an attack somewhere else in the country or the world could have a material adverse effect on the collection of Revenues at the Port. See "FINANCIAL DATA—Risk Management and Insurance."

Cybersecurity

Computer networks and data transmission and collection are vital to the efficient operations of the Port. The Harbor Department and the tenants at the Port collect and store sensitive data, including intellectual property, proprietary business information, information regarding customers, suppliers and business partners, and personally identifiable information of customers and employees. The secure processing, maintenance and transmission of this information is critical to industry operations.

The Harbor Department approaches cybersecurity through a multi-threaded approach to ensure a layered defense. The Cybersecurity Framework ("CSF") utilized by the Harbor Department aligns with industry standards and regulations (focusing on National Institute of Standards and Technology Special Publication 800-53). This standard recommends security controls for federal information systems and organizations while documenting security controls for all federal information systems with the exception for those designed for national security. This framework allows continual assessments and improvement of the Port's cybersecurity program.

The Harbor Department routinely utilizes respected and objective third-party consultants to perform risk assessments of its cybersecurity programs. The CSF is used to assess the people, process and technology components. Additionally, the Harbor Department regularly consults with the United States Coast Guard, the Federal Bureau of Investigation, and the Center for Internet Security to benchmark its practices and stay abreast of emerging threats.

Despite security measures, information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise networks and the information stored there could be disrupted, accessed, publicly disclosed, lost or stolen. Any such disruption, access, disclosure or other loss of information could result in disruptions in the efficiency of commerce, legal claims or proceedings, liability under laws that protect the privacy of personal information, regulatory penalties, operations and the services provided, and cause a loss of confidence in the commercial operations of industries including the operations at the Port, which could ultimately adversely affect Harbor Department revenues.

Environmental Compliance and Impacts

Future environmental laws, regulations, enforcement priorities and standards and judicial decisions may impact the Harbor Department and the Port and the ability to construct and develop new revenue-generating facilities at the Port. Such impacts could be material and could result in significantly delays. See "THE PORT OF LONG BEACH—Environmental Compliance."

In addition to the laws and regulations enacted and adopted by governmental entities, certain individuals and organizations could seek additional legal remedies to require the Harbor Department to take further actions to mitigate health hazards or seek damages from the Harbor Department in connection with the environmental impact of its maritime activities. Any actions taken by these individuals and organizations could be costly to defend, could result in substantial damage awards against the Harbor Department or could significantly delay or limit the Harbor Department's plans to construct and develop new revenue-generating facilities at the Port.

Climate Change

In November 2015, the City Mayor signed an official commitment to the Compact of Mayors (now called the Global Covenant of Mayors), a global coalition working to collectively reduce greenhouse gas emissions and enhance resilience to climate change. As part of this commitment, the City is currently developing a Climate Action and Adaptation Plan ("CAAP"). The CAAP will also be used to ensure City compliance with various state and regional mandates. As part of the larger CAAP report process, the City is required to file a report with the State Lands Commission that will estimate the potential future costs of sea level rise within the Tidelands area of the City. The CAAP is intended to provide a framework for creating or updating policies, programs, practices, and incentives for City residents and businesses to reduce the City's greenhouse gas footprint, and better protect the City community and its physical assets from the impacts of climate change. The CAAP process to date has included the preparation of technical analyses and vulnerability assessments of critical City assets. Currently CAAP development efforts indicate that, in the future, climate-related hazards may impact the City, including sea level rise, flooding and extreme heat. Related impacts could include damage to critical City infrastructure, such as the City's buildings, and wastewater and transportation systems. The CAAP development process will also include the development of mitigation and adaptation strategies for the City to consider, including reductions of greenhouse gas emissions, strengthening emergency response and disaster recovery planning, and the relocation or elevation of infrastructure, business' and homes in areas particularly subject to climate impact.

In 2016, the Harbor Department finalized the "Port of Long Beach Coastal Resiliency Plan", which aims to improve the resiliency of Port operations and infrastructure by proactively identifying areas and assets which will be vulnerable to anticipated changes in climate (including sea level rise) and providing cost-effective adaptation strategies to address those vulnerabilities.

The Harbor Department is unable to predict whether sea-level rise or other impacts of climate change will occur while the Series 2019A Senior Bonds are outstanding, and if any such events occur, whether there will be an adverse impact, material or otherwise, on Revenues.

Seismic Risks

The Port is located in an area considered to be seismically active. The two faults closest to the Port are the Palos Verdes fault and the Newport-Inglewood fault. More distant faults with a history of causing earthquakes and damage include the San Andreas and San Jacinto faults. A significant earthquake is possible during the period the Series 2019A Senior Bonds will be outstanding. Since 1975, the Harbor Department has designed wharves and other major facilities to withstand the effects of an 8.0 Richter Scale earthquake on the San Andreas fault and a 7.5 Richter Scale earthquake on either the Newport-Inglewood fault or the Palos Verdes fault.

In March 2015, the Uniform California Earthquake Rupture Forecast (the "2015 Earthquake Forecast") was issued by the Working Group on California Earthquake Probabilities. Organizations sponsoring the Working Group on California Earthquake Probabilities include the U.S. Geological Survey, the California Geological Survey, the Southern California Earthquake Center and the California Earthquake Authority. According to the 2015 Earthquake Forecast, the probability of a magnitude 6.7 or larger earthquake over the next 30 years (from 2014) striking the greater Los Angeles area is 60%. From the Uniform California Earthquake Rupture Forecast published in April 2008 (the "2008 Earthquake Forecast"), the estimated rate of earthquakes around magnitude 6.7 or larger decreased by about 30%. However, the estimate for the likelihood that California will experience a magnitude 8.0 or larger earthquake in the next 30 years (from 2014) increased from about 4.7% in the 2008 Earthquake Forecast to about 7.0% in the 2015 Earthquake Forecast. The 2015 Earthquake Forecast considered more than 250,000 different fault-based earthquakes, including multifault ruptures, whereas the 2008 Earthquake Forecast considered approximately 10,000 different fault-based earthquakes.

The Port could sustain extensive damage to its facilities in a major seismic event from ground motion and liquefaction of underlying soils, which damage could include slope failures along the shoreline, damage to streets, bridges and rail facilities, pavement displacement, distortions of pavement grades, breaks in utility, drainage and sewage lines, displacement or collapse of buildings, failure of bulkhead walls, and rupture of gas and fuel lines. A major seismic event in Southern California, or elsewhere in the world, also could result in the creation of a tsunami that could cause flooding and other damage to the Port. Damage to Port facilities as a result of a seismic event could materially adversely affect Revenues. Additionally, damage to Long Beach/Los Angeles area infrastructure outside of the Port, such as bridges, streets and freeways, public transportation and rail lines could materially adversely affect access to and from the Port, which in turn could materially adversely affect Revenues.

Neither the City nor the Harbor Department maintains insurance against earthquake damage because of the high costs of premiums and the low levels of coverage currently available. To date, no earthquakes have caused structural damage to Port facilities. See "FINANCIAL DATA—Risk Management and Insurance."

Termination or Expiration of Property Agreements

Over the last five Fiscal Years, property agreements covering waterfront property and facilities have generated in excess of 95% of the Harbor Department's operating revenues, with the largest single customer accounting for approximately 24% of the Harbor Department's operating revenues in Fiscal Year 2018. Under these agreements, the City, by and through the Board, assigns or leases property and facilities to terminal operators for terms of up to 40 years. The property agreements with the Port's current top ten revenue producers have expiration dates ranging from 2022 to 2051, with nine of these agreements (including most of the agreements for the major container terminals) expiring between 2022 and 2034.

Should a significant number of the parties to the property agreements default on their obligation, terminate their relationships with the Harbor Department or fail to renew their agreements upon expiration, the amount of Revenues realized by the Harbor Department could be materially impaired and this could have an adverse impact on the Harbor Department's ability to pay debt service on the Series 2019A Senior Bonds. See "THE PORT OF LONG BEACH—Property Agreements."

Effect of Tenant Bankruptcy

A bankruptcy of a tenant of the Port could result in delays and/or reductions in payments to the Harbor Department which could affect the Harbor Department's ability to pay debt service on the Senior Bonds (including the Series 2019A Senior Bonds) and Subordinate Obligations.

A tenant that has executed a preferential assignment agreement, lease or other executory contract with the Board and seeks protection under the U.S. bankruptcy laws must assume or reject (a) its preferential assignment agreement or lease within 120 days after the bankruptcy filing (subject to court approval, a one-time 90-day extension is allowed, and further extensions are allowed with the consent of the Board), and (b) its other executory contracts with the Board prior to the confirmation of a plan of reorganization.

In the event of assumption and/or assignment of any agreement to a third party, the tenant would be required to cure any pre- and post-petition monetary defaults and provide adequate assurance of future performance under the applicable preferential assignment agreement, lease or other agreements.

Rejection of a preferential assignment agreement, lease or other agreement or executory contract will give rise to an unsecured claim of the Harbor Department for damages, the amount of which in the case of a preferential assignment agreement or lease is limited by the United States Bankruptcy Code generally to the amounts unpaid prior to bankruptcy plus the greater of (i) one year of rent or (ii) 15% of the total remaining lease payments, not to exceed three years. However, the amount ultimately received in the event of a rejection of a preferential assignment agreement or lease could be considerably less than the maximum amounts allowed under the United States Bankruptcy Code.

In addition, payments made by a tenant in bankruptcy within 90 days of filing a bankruptcy case could be deemed to be an "avoidable preference" under the United States Bankruptcy Code and thus subject to recapture by the debtor or its trustee in bankruptcy.

During the pendency of a bankruptcy proceeding, a debtor tenant may not, absent a court order, make any payments to the Harbor Department on account of goods and services provided prior to the bankruptcy. Thus, the Harbor Department's stream of payments from a debtor tenant would be interrupted to the extent of pre-petition goods and services, including accrued tariffs and rents.

In general, risks associated with bankruptcy include risks of substantial delay in payment or of non-payment and the risk that the Board may not be able to enforce any of its remedies under the agreements with a bankrupt tenant.

With respect to a tenant in bankruptcy proceedings in a foreign country, the Board is unable to predict what types of orders and/or relief could be issued by foreign bankruptcy tribunals, or the extent to which any such orders would be enforceable in the United States.

Should a significant number of the parties to the major revenue producing property agreements file for bankruptcy protection, Revenues received by the Harbor Department could be materially adversely impacted and this could have an adverse impact on the Harbor Department's ability to pay debt service on the Series 2019A Senior Bonds. There may be other possible effects of a bankruptcy of a tenant that could result in delays or reductions in payments on the Series 2019A Senior Bonds. Regardless of any specific adverse determinations in a tenant bankruptcy proceeding, the fact of a tenant bankruptcy proceeding could have an adverse effect on the liquidity and value of the Series 2019A Senior Bonds.

With respect to the Hanjin bankruptcy filing in August 2016, amounts due under the preferential assignment agreement with Total Terminals were paid to the Harbor Department on time and in the full amount.

Effect of City Bankruptcy

The City is able to file for bankruptcy under Chapter 9 of the United States Bankruptcy Code. Should the City become the debtor in a bankruptcy case, the holders of the Series 2019A Senior Bonds will not have a lien on Revenues received by the City after the commencement of the bankruptcy case unless the bankruptcy court determines that Revenues constitute "special revenues" within the meaning of the United States Bankruptcy Code. "Special revenues" are defined to include receipts from the ownership, operation, or disposition of projects or systems that are primarily used or intended to be used primarily to provide transportation, utility or other services, as well as other revenues or receipts derived from particular functions of the debtor. While the Board believes that Revenues should be treated as "special revenues," no assurance can be given that a bankruptcy court would not find otherwise. If Revenues are not "special revenues," there could be delays or reductions in payments on the Series 2019A Senior Bonds. Even if a court determines that Revenues are not "special revenues," the Harbor Department will be able to use Revenues to pay operation and maintenance costs of the Port, notwithstanding any provision of the Senior Resolution or any other agreement to the contrary.

There may be other possible effects of a bankruptcy of the City that could result in delays or reductions in payments on the Series 2019A Senior Bonds. The Board cannot predict what types of orders and/or relief may be granted by a bankruptcy court that could have a material adverse effect on the Harbor Department's receipt or application of Revenues. Regardless of any specific adverse determinations in a City bankruptcy proceeding, the fact of a City bankruptcy proceeding or of City financial difficulties could have an adverse effect on the liquidity and market value of the Series 2019A Senior Bonds.

Impact of Labor Negotiations

Protracted negotiations in 2014 and 2015 between the ILWU and the Association, although not involving any employees of the Harbor Department, had a compounding effect on congestion issues that had slowed down container cargo movement through San Pedro Bay Ports from September 2014 through February 2015. The Association and the ILWU reached a tentative agreement on February 20, 2015 which was approved by ILWU delegates on May 22, 2015. Harbor Department revenues were temporarily impacted in January and February 2015 as a result of the protracted negotiations and other congestion factors. The Harbor Department cannot predict with any certainty the extent to which any future failure of the ILWU and the Association to reach contractual agreements may lead to future work slowdowns or work stoppages. Such negotiations, slowdowns or work stoppages could have a material adverse impact on Revenues. See "THE PORT OF LONG BEACH—Stevedoring and Cargo Handling."

Remedies Upon Default

If an event of default occurs under the Senior Resolution, the bondholders are not permitted to accelerate the payment of the principal of and interest on the Senior Bonds (including the Series 2019A Senior Bonds), and, therefore, the bondholders may be required to make a separate claim for each semiannual payment not paid. However, as discussed above under "OUTSTANDING OBLIGATIONS AND DEBT SERVICE SCHEDULE—Outstanding Subordinate Obligations (2014 Subordinate TIFIA Loan and Subordinate Revolving Obligations), the 2014 Subordinate TIFIA Loan Agreement and the Subordinate Revolving Obligations Credit Agreement permit the TIFIA Lender and the Subordinate Revolving Obligations Bank, respectively, to accelerate payments due the TIFIA Lender and the Subordinate Revolving Obligations Bank upon the occurrence of certain events of default set forth in each of the 2014 Subordinate TIFIA Loan Agreement and the Subordinate Revolving Obligations Credit Agreement.

Pension and Post-Retirement Benefits

As described in "FINANCIAL DATA—Retirement Programs," eligible employees of the Harbor Department participate with the City in a pension plan administered by CalPERS. The Harbor Department anticipates that the City's (and the Harbor Department's) required contribution rate will continue to increase in amounts that may or may not be material, depending on a variety of actuarial factors, and which the Harbor Department cannot predict with any certainty.

Potential Limitation of Tax Exemption of Interest on Series 2019A Senior Bonds

From time to time, the President of the United States, the United States Congress and/or state legislatures have proposed and could propose in the future, legislation that, if enacted, could cause interest on the Series 2019A Senior Bonds to be subject, directly or indirectly, to federal income taxation or to be subject to or exempted from state income taxation, or otherwise prevent Beneficial Owners from realizing the full current benefit of the tax status of such interest. Clarifications of the Internal Revenue Code of 1986, as amended, or court decisions may also cause interest on the Series 2019A Senior Bonds to be subject, directly or indirectly, to federal income taxation or to be subject to or exempted from state income taxation. The introduction or enactment of any such legislative proposals or any clarification of the Internal Revenue Code of 1986, as amended, or court decisions may also affect the market price for, or marketability of, the Series 2019A Senior Bonds. Prospective purchasers of the Series 2019A Senior Bonds should consult their own tax advisors regarding any such pending or proposed federal or state tax legislation, regulations or litigation, as to which Bond Counsel expresses no opinion. See "TAX MATTERS—Changes in Federal and State Tax Law."

Forward-Looking Statements

This Official Statement contains statements relating to future results that are "forward-looking statements." When used in this Official Statement, the words "plan," "expect," "estimate," "budget," "project," "forecast," "will likely result", "may", "are expected to," "will continue," "is anticipated," "intend" or other similar words or expressions identify forward-looking statements. Such statements are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward-looking statements.

The forward-looking statements herein are based on various assumptions and estimates and are inherently subject to various risks and uncertainties, including risks and uncertainties relating to the possible invalidity of the underlying assumptions and estimates and possible changes or developments in social, economic, business, industry, market, legal and regulatory circumstances and conditions and actions taken or omitted to be taken by third parties, including carriers, customers, suppliers and competitors, among others, and legislative, judicial and other governmental authorities and officials. Assumptions related to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the City, the Harbor Department and the Board. Any of such assumptions could be inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Official Statement will prove to be accurate.

LITIGATION

No Litigation Relating to the Series 2019A Senior Bonds

There is no controversy of any nature now pending against the City or the Board or to the knowledge of officers of the City or members of the Board threatened, seeking to restrain or enjoin the sale, issuance or delivery of the Series 2019A Senior Bonds or in any way contesting or affecting the validity of the Series 2019A Senior Bonds or any proceedings of the City or the Board taken with respect to the issuance or sale thereof, or the pledge or application of the Revenues, and any other monies or securities provided for the payment of the Series 2019A Senior Bonds or the use of the Series 2019A Senior Note proceeds.

Litigation Relating to the Harbor Department and the Port

General. From time to time, the Harbor Department is a party to litigation and is subject to claims arising out of its normal course of business and its tenants' operations. In actions brought against the Harbor Department's tenants whereby the Harbor Department is also named as a party to the action, the Harbor Department usually requires the tenant to defend and indemnify the Harbor Department. Additionally, on the advice of counsel, the Harbor Department generally establishes reserves against such lawsuits and claims that are deemed to have merit. At this time, the management of the Harbor Department is of the opinion that if any lawsuits and claims, pursuant to which the Harbor Department is currently a named party, are concluded adversely to the Harbor Department, they will not have material adverse effect on the Harbor Department's financial condition.

Fireboat Litigation. On October 27, 2017, the City, acting by and through the Board, filed a complaint in the Superior Court of California, County of Los Angeles, against Foss Maritime Company ("Foss"), for, among other things, breach of contract in connection with the late construction and delivery of two new fireboats to be used at the Port. The Harbor Department is seeking liquidated damages of approximately $10.2 million. On July 26, 2018, Foss filed an amended cross-complaint against the Harbor Department seeking at least $43.1 million of damages relating to the two fireboats and lost business opportunities. As of the date of this Official Statement, the Harbor Department cannot predict the ultimate outcome of this litigation.

TAX MATTERS

General

In the opinion of Kutak Rock LLP, Bond Counsel to the City, under existing laws, regulations, rulings and judicial decisions, interest on the Series 2019A Senior Bonds is excluded from gross income for federal income tax purposes and is not a specific item of tax preference for purposes of the federal alternative minimum tax. The opinions described in the preceding sentence assume the accuracy of certain representations and compliance by the City, acting by and through the Board, with covenants designed to satisfy the requirements of the Internal Revenue Code of 1986, as amended (the "Code"), that must be met subsequent to the issuance of the Series 2019A Senior Bonds. Failure to comply with such requirements could cause interest on the Series 2019A Senior Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance of the Series 2019A Senior Bonds. The City, acting by and through the Board, will covenant to comply with such requirements. Bond Counsel has expressed no opinion regarding other federal tax consequences arising with respect to the Series 2019A Senior Bonds.

Bond Counsel is further of the opinion that interest on the Series 2019A Senior Bonds is exempt from present State personal income taxes.

Special Considerations With Respect to the Series 2019A Senior Bonds

The accrual or receipt of interest on the Series 2019A Senior Bonds may otherwise affect the federal income tax liability of the owners of the Series 2019A Senior Bonds. The extent of these other tax consequences will depend upon such owner's particular tax status and other items of income or deduction. Bond Counsel has expressed no opinion regarding any such consequences. Purchasers of the Series 2019A Senior Bonds, particularly purchasers that are corporations (including S corporations and foreign corporations operating branches in the United States), property or casualty insurance companies, banks, thrifts or other financial institutions, certain recipients of social security or railroad retirement benefits, taxpayers otherwise entitled to claim the earned income credit, taxpayers entitled to claim the refundable credit in Section 36B of the Code for coverage under a qualified health plan or taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations, should consult their tax advisors as to the tax consequences of purchasing or owning the Series 2019A Senior Bonds.

Backup Withholding

As a result of the enactment of the Tax Increase Prevention and Reconciliation Act of 2005, interest on tax-exempt obligations such as the Series 2019A Senior Bonds is subject to information reporting in a manner similar to interest paid on taxable obligations. Backup withholding may be imposed on payments made to any bondholder who fails to provide certain required information including an accurate taxpayer identification number to any person required to collect such information pursuant to Section 6049 of the Code. The reporting requirement does not in and of itself affect or alter the excludability of interest on the Series 2019A Senior Bonds from gross income for federal income tax purposes or any other federal tax consequence of purchasing, holding or selling tax-exempt obligations.

Changes in Federal and State Tax Law

From time to time, there are legislative proposals in the Congress and in the various state legislatures that, if enacted, could alter or amend federal and state tax matters referred to above or adversely affect the market value of the Series 2019A Senior Bonds. It cannot be predicted whether or in what form any such proposal might be enacted or whether if enacted it would apply to bonds issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if implemented or concluded in a particular manner, could adversely affect the market value of the Series 2019A Senior Bonds. It cannot be predicted whether any such regulatory action will be implemented, how any particular litigation or judicial action will be resolved, or whether the Series 2019A Senior Bonds or the market value thereof would be impacted thereby. Purchasers of the Series 2019A Senior Bonds should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives or litigation. The opinions expressed by Bond Counsel are based upon existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Series 2019A Senior Bonds and Bond Counsel has expressed no opinion as of any date subsequent thereto or with respect to any pending legislation, regulatory initiatives or litigation.

Tax Treatment of Original Issue Premium

The Series 2019A Senior Bonds maturing on May 15, 20__ through, and including, May 15, 20__, (collectively, the "Premium Series 2019A Senior Bonds") are being sold at a premium. An amount equal to the excess of the issue price of a Premium Series 2019A Senior Bond over its stated redemption price at maturity constitutes premium on such Premium Series 2019A Senior Bond. An initial purchaser of a Premium Series 2019A Senior Bond must amortize any premium over such Premium Series 2019A Senior Bond's term using constant yield principles, based on the purchaser's yield to maturity (or, in the case of Premium Series 2019A Senior Bonds callable prior to their maturity, by amortizing the premium to the call date, based on the purchaser's yield to the call date and giving effect to the call premium). As premium is amortized, the amount of the amortization offsets a corresponding amount of interest for the period and the purchaser's basis in such Premium Series 2019A Senior Bond is reduced by a corresponding amount resulting in an increase in the gain (or decrease in the loss) to be recognized for federal income tax purposes upon a sale or disposition of such Premium Series 2019A Senior Bond prior to its maturity. Even though the purchaser's basis may be reduced, no federal income tax deduction is allowed. Purchasers of the Premium Series 2019A Senior Bonds should consult with their tax advisors with respect to the determination and treatment of premium for federal income tax purposes and with respect to the state and local tax consequences of owning a Premium Series 2019A Senior Bond.

Tax Treatment of Original Issue Discount

General. The Series 2019A Senior Bonds maturing on May 15, 20__ through, and including, May 15, 20__, (collectively, the "Discount Series 2019A Senior Bonds") are being sold at an original issue discount. The difference between the initial public offering prices of such Discount Series 2019A Senior Bonds and their stated amounts to be paid at maturity constitutes original issue discount treated in the same manner for federal income tax purposes as interest, as described under "—General" above.

The amount of original issue discount which is treated as having accrued with respect to such Discount Series 2019A Senior Bond is added to the cost basis of the owner in determining, for federal income tax purposes, gain or loss upon disposition of such Discount Series 2019A Senior Bond (including its sale, redemption or payment at maturity). Amounts received upon disposition of such Discount Series 2019A Senior Bond which are attributable to accrued original issue discount will be treated as tax-exempt interest, rather than as taxable gain, for federal income tax purposes.

Original issue discount is treated as compounding semiannually, at a rate determined by reference to the yield to maturity of each individual Discount Series 2019A Senior Bond, on days which are determined by reference to the maturity date of such Discount Series 2019A Senior Bond. The amount treated as original issue discount on such Discount Series 2019A Senior Bond for a particular semiannual accrual period is equal to the product of (i) the yield to maturity for such Discount Series 2019A Senior Bond (determined by compounding at the close of each accrual period) and (ii) the amount which would have been the tax basis of such Discount Series 2019A Senior Bond at the beginning of the particular accrual period if held by the original purchaser, less the amount of any interest payable for such Discount Series 2019A Senior Bond during the accrual period. The tax basis is determined by adding to the initial public offering price on such Discount Series 2019A Senior Bond the sum of the amounts which have been treated as original issue discount for such purposes during all prior periods. If such Discount Series 2019A Senior Bond is sold between semiannual compounding dates, original issue discount which would have been accrued for that semiannual compounding period for federal income tax purposes is to be apportioned in equal amounts among the days in such compounding period.

Owners of Discount Series 2019A Senior Bonds should consult their tax advisors with respect to the determination and treatment of original issue discount accrued as of any date and with respect to the state and local tax consequences of owning a Discount Series 2019A Senior Bond.

Recognition of Income Generally. Section 451 of the Code was amended by Pub. L. No. 115-97, enacted December 22, 2017 (sometimes referred to as the Tax Cuts and Jobs Act), to provide that taxpayers using an accrual method of accounting for federal income tax purposes generally will be required to include certain amounts in income, including original issue discount and market discount, no later than the time such amounts are reflected on certain financial statements of such taxpayer. The application of this rule may require the accrual of income earlier than would have been the case prior to the amendment of Section 451 of the Code. The rule generally applies to taxable years after 2017, except that in the case of income from a debt instrument having original issue discount, the rule does not apply until taxable years after 2018. Investors should consult their own tax advisors regarding the application of this rule and its impact on the timing of the recognition of income related to the Discount Series 2019A Senior Bonds under the Code.

LEGAL MATTERS

The validity of the Series 2019A Senior Bonds and certain other legal matters are subject to the approving opinion of Kutak Rock LLP, Bond Counsel to the City. A complete copy of the proposed form of Bond Counsel's opinion is contained in Appendix C hereto. As Bond Counsel, Kutak Rock LLP undertakes no responsibility for the accuracy, completeness or fairness of this Official Statement. Certain matters will be passed upon for the City by the City Attorney of the City of Long Beach. Certain legal matters in connection with the Official Statement will be passed upon by Stradling Yocca Carlson & Rauth, a Professional Corporation, Disclosure Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Nixon Peabody LLP. All of the fees of Bond Counsel, Disclosure Counsel and Underwriters' Counsel with regard to the issuance of the Series 2019A Senior Bonds are contingent upon the issuance and delivery of the Series 2019A Senior Bonds.

RATINGS

Fitch Ratings ("Fitch") and Moody's Investors Service Inc. ("Moody's") have assigned long-term ratings of "__" (stable outlook), and "___" (stable outlook), respectively, to the Series 2019A Senior Bonds. Such ratings reflect only the views of such organizations and any explanation of the significance of such ratings may only be obtained from Fitch and Moody's, respectively. The City and the Harbor Department furnished Fitch and Moody's certain information and material concerning the Series 2019A Senior Bonds, the Harbor Department and the Port. Generally, rating agencies base their ratings on such information and material, and on investigations, studies and assumptions made by the rating agencies themselves. There is no assurance that a rating given will remain in effect for any given period of time or that it will not be lowered or withdrawn entirely by a rating agency, if in its judgment circumstances so warrant. Any such downward change in or withdrawal of the ratings might have an adverse effect on the market price or marketability of the Series 2019A Senior Bonds.

UNDERWRITING

The Series 2019A Senior Bonds are being purchased by Goldman Sachs & Co. LLC, Citigroup Global Markets Inc., Siebert Cisneros Shank & Co. L.L.C. and Wells Fargo Bank, National Association (the "Underwriters") from the City, acting by and through the Board, at a price of $_________ (consisting of the principal amount of the Series 2019A Senior Bonds, plus an original issue premium of $________, less an Underwriters' discount of $__________), subject to the terms of a Bond Purchase agreement, dated _____ __, 2019 (the "Bond Purchase Agreement"), between Goldman Sachs & Co. LLC, as representative of the Underwriters, and the City, acting by and through the Board.

The Bond Purchase Agreement provides that the Underwriters will purchase all of the Series 2019A Senior Bonds if any are purchased, and that the obligation to make such purchase is subject to certain terms and conditions set forth in the Bond Purchase Agreement, the approval of certain legal matters by counsel, and certain other conditions. The initial public offering prices of the Series 2019A Senior Bonds set forth on the inside front cover page hereof may be changed from time to time by the Underwriters. The Underwriters may offer and sell the Series 2019A Senior Bonds into unit investment trusts or money market funds at prices lower than the public offering prices stated on the inside front cover page hereof.

The Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. Certain of the Underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various investment banking services for the City, for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the Underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the City.

MUNICIPAL ADVISOR

The Board has retained Public Resources Advisory Group, Los Angeles, California, as municipal advisor (the "Municipal Advisor") in connection with the issuance of the Series 2019A Senior Bonds. Except with respect to certain debt service numbers supplied by the Municipal Advisor and included in this Official Statement, the Municipal Advisor is not obligated to undertake, and has not undertaken to make, an independent verification or to assume responsibility for the accuracy, completeness or fairness of the information contained in this Official Statement. Certain fees of the Municipal Advisor are contingent upon the issuance and delivery of the Series 2019A Senior Bonds.

CONTINUING DISCLOSURE

At the time of issuance of the Series 2019A Senior Bonds, the City, acting by and through the Board, will execute a Continuing Disclosure Certificate (the "Continuing Disclosure Certificate"), which will provide for disclosure obligations on the part of the Harbor Department. Under the Continuing Disclosure Certificate, the City, acting by and through the Board, will covenant for the benefit of Owners and Beneficial Owners of the Series 2019A Senior Bonds to provide certain financial information and operating data relating to the Board, the Harbor Department and the Port by April 30 of each year (the "Annual Reports"), and to provide notices of the occurrence of certain enumerated events (the "Listed Events"). The Annual Reports and the notices of Listed Events will be filed with the MSRB through its EMMA System. Currently the Harbor Department's Annual Report is filed as part of the City's required continuing disclosure filings. See "APPENDIX D—FORM OF CONTINUING DISCLOSURE CERTIFICATE." These covenants will be made in order to assist the Underwriters in complying with Rule 15c2-12.

The City has not failed in the previous five years to comply in all material respects with any previous undertakings with regard to the Rule to provide annual reports or notices of enumerated events.

MISCELLANEOUS

Any statements made in this Official Statement involving matters of opinion or of estimates, whether or not expressly stated, are set forth as such and not representation of fact. No representation is made that any of the opinions of estimates will be realized. See "INTRODUCTION—Forward-Looking Statements" and "CERTAIN INVESTMENT CONSIDERATIONS—Forward-Looking Statements."

The foregoing and subsequent summaries or descriptions of provisions of the Series 2019A Senior Bonds, the Master Senior Resolution, the Twenty-Second Supplemental Senior Resolution, the Fiscal Agent Agreement, the 2014 Subordinate TIFIA Loan Agreement, the Sixteenth Supplemental Senior Resolution and all references to other materials not purporting to be quoted in full are only brief outlines of some of the provisions thereof and do not purport to summarize and describe all of the provisions thereof, and reference should be made to said documents for full and complete statements of their provisions. Copies of such documents are available for review at the offices of the Harbor Department which are located at Port of Long Beach, 4801 Airport Plaza Drive, Long Beach, California 90815, Attention: Managing Director, Finance & Administration, and Acting Director of Finance.

The execution and delivery of this Official Statement has been duly authorized by the Board.

CITY OF LONG BEACH, CALIFORNIA, acting by and through its Board of Harbor Commissioners

By ____

President of the Board of Harbor Commissioners of the City of Long Beach, California

APPENDIX A

HARBOR DEPARTMENT OF THE CITY OF LONG BEACH
AUDITED FINANCIAL STATEMENTS
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2018

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APPENDIX B

SUMMARY OF CERTAIN PROVISIONS OF THE SENIOR RESOLUTION

The following is a brief summary of certain provisions of the Master Senior Resolution and the Twenty-First Supplemental Resolution not previously discussed in this Official Statement. Such summary is not intended to be definitive, and reference is made to the Master Senior Resolution and the Twenty-First Supplemental Resolution in their entirety for the complete terms thereof. Capitalized terms used in this summary which are not otherwise defined in this Official Statement have the meanings ascribed to such terms in the Master Senior Resolution or the Twenty-Second Supplemental Resolution.

APPENDIX C

FORM OF OPINION OF BOND COUNSEL

[Closing Date]

APPENDIX D

FORM OF CONTINUING DISCLOSURE CERTIFICATE

APPENDIX E

AMENDMENTS TO MASTER SENIOR RESOLUTION

APPENDIX F

BOOK-ENTRY-ONLY SYSTEM

Introduction

Unless otherwise noted, the information contained under the caption "—General" below has been provided by DTC. Neither the City nor the Board make any representations as to the accuracy or the completeness of such information. The Beneficial Owners of the Series 2019A Senior Bonds should confirm the following information with DTC, the Direct Participants or the Indirect Participants.

NONE OF THE CITY, THE BOARD OR THE FISCAL AGENT WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO DIRECT PARTICIPANTS, TO INDIRECT PARTICIPANTS, OR TO ANY BENEFICIAL OWNER WITH RESPECT TO (A) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC, ANY DIRECT PARTICIPANT, OR ANY INDIRECT PARTICIPANT; (B) ANY NOTICE THAT IS PERMITTED OR REQUIRED TO BE GIVEN TO THE OWNERS OF THE SERIES 2019A SENIOR BONDS UNDER THE SENIOR RESOLUTION OR THE FISCAL AGENT AGREEMENT, (C) THE SELECTION BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY PERSON TO RECEIVE PAYMENT IN THE EVENT OF A PARTIAL REDEMPTION OF THE SERIES 2019A SENIOR BONDS; (D) THE PAYMENT BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY AMOUNT WITH RESPECT TO THE PRINCIPAL OR INTEREST DUE WITH RESPECT TO THE OWNER OF THE SERIES 2019A SENIOR BONDS; (E) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS THE OWNERS OF SERIES 2019A SENIOR BONDS; OR (F) ANY OTHER MATTER REGARDING DTC.

General

DTC will act as securities depository for the Series 2019A Senior Bonds. The Series 2019A Senior Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully registered Series 2019A Senior Bond certificate will be issued for each maturity the Series 2019A Senior Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of the Series 2019A Senior Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2019A Senior Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2019A Senior Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2019A Senior Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Series 2019A Senior Bonds, except in the event that use of the book-entry system for the Series 2019A Senior Bonds is discontinued.

To facilitate subsequent transfers, all Series 2019A Senior Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. or such other name as may be requested by an authorized representative of DTC. The deposit of Series 2019A Senior Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not affect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2019A Senior Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2019A Senior Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Series 2019A Senior Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2019A Senior Bonds, such as redemptions, tenders, defaults and proposed amendments to the Series 2019A Senior Bond documents. For example, Beneficial Owners of Series 2019A Senior Bonds may wish to ascertain that the nominee holding the Series 2019A Senior Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of the notices be provided directly to them.

While the Series 2019A Senior Bonds are in the book-entry-only system, redemption notices will be sent to DTC. If less than all of the Series 2019A Senior Bonds of a maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Series 2019A Senior Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Series 2019A Senior Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the Series 2019A Senior Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the City or the Fiscal Agent on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Fiscal Agent or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the Fiscal Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Series 2019A Senior Bonds at any time by giving reasonable notice to the City or the Fiscal Agent. Under such circumstances, in the event that a successor depository is not obtained, certificates representing the Series 2019A Senior Bonds are required to be printed and delivered.

The City may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, certificates representing the Series 2019A Senior Bonds will be printed and delivered to DTC.

The information in this Appendix F concerning DTC and DTC's book-entry system has been obtained from sources that the Board believes to be reliable, but none of the City, the Board, the Harbor Department of the Underwriters take any responsibility for the accuracy thereof.

BENEFICIAL OWNERS WILL NOT RECEIVE PHYSICAL DELIVERY OF SERIES 2019A SENIOR BONDS AND WILL NOT BE RECOGNIZED BY THE FISCAL AGENT AS OWNERS THEREOF, AND BENEFICIAL OWNERS WILL BE PERMITTED TO EXERCISE THE RIGHTS OF OWNERS ONLY INDIRECTLY THROUGH DTC AND THE DTC PARTICIPANTS.

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