

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 18-63

**RESOLUTION APPROVING AND AUTHORIZING EXECUTION OF
A SETTLEMENT AGREEMENT WITH ROLLS-ROYCE
CORPORATION CONCERNING ENVIRONMENTAL CLAIMS
RELATED TO 7200 EARHART ROAD, OAKLAND, CALIFORNIA
("MAIN BUILDING") AND 6701 OLD EARHART ROAD,
OAKLAND, CALIFORNIA ("TEST CELL FACILITY")
INCLUDING A SETTLEMENT PAYMENT TO THE PORT OF
OAKLAND ("PORT") OF \$80,000.**

RESOLVED, that the Board of Port Commissioners ("Board") hereby approves and authorizes the Executive Director to execute for and on behalf of the Board a Settlement Agreement with Rolls-Royce Corporation ("Rolls") resolving: (i) the Port's claims against Rolls for environmental costs incurred by the Port from October 3, 2000, through December 15, 2012, at the Main Building and Test Cell Facility sites at the North Field, Oakland International Airport; and (ii) Rolls's claims against the Port for costs incurred by Rolls to dispose of contaminated soil Rolls excavated from the Test Cell Facility in 2007; and be it

FURTHER RESOLVED, that this resolution is not evidence of and does not create or constitute (a) a contract, or the grant of any right, entitlement or property interest, or (b) any obligation or liability on the part of the Board or any officer or employee of the Board. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement is duly executed on behalf of the Board as authorized by this resolution, is signed as approved as to form and legality by the Port Attorney, and is delivered to the other contracting parties, there shall be no valid or effective agreement; and be it

FURTHER RESOLVED, that this resolution shall become effective immediately upon adoption by the Board.

At the regular meeting held on July 12, 2018

Passed by the following vote:

Ayes: Commissioners Butner, Colbruno, Cluver, Hamlin, Martinez, Yee, and
President Story – 7

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 18-64

RESOLUTION APPROVING A SUPPLEMENTAL INDUSTRY TRACK AGREEMENT WITH THE UNION PACIFIC RAILROAD COMPANY TO CONSTRUCT, MAINTAIN, AND OPERATE ADDITIONAL TRACK FOR RAIL SERVICE TO PORT TENANTS AT THE MARITIME SUPPORT CENTER.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item No. 2.1, dated July 12, 2018 ("Agenda Report") and related agenda materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; and

WHEREAS, in June of 2016, the Port and Union Pacific Railroad ("UPRR") executed an Industry Track Agreement to that defines the use, ownership, operation and maintenance of the rail tracks constructed on the Port and UPRR owned property; and

WHEREAS, in October of 2017, the Port and UPRR entered into a supplemental industry track agreement ("Supplemental Agreement") for the construction, operations, and maintenance of additional tracks for rail service to Port tenants Cool Port Oakland LLC ("Cool Port") and Unicold Corporation ("Unicold") in the Maritime Support Center; and

WHEREAS, that in acting upon this matter, the Board has exercised its independent judgment based on substantial evidence in the record and adopts and relies upon the facts, data, analysis, and findings set forth in the Agenda Report and in related agenda materials and in testimony received;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. Based upon the information contained in the Agenda Report and testimony received, the Board hereby finds and determines that:

A. It is in the best interest of the Port to enter into Consent and Joint Use of Track Agreements ("Joint Use Agreements") with the UPRR, Unicold, and Dreisbach Enterprises, Inc. ("Dreisbach"),

the operator for Cool Port, to allow rail car delivery service to newly constructed track at the Maritime Support Center.

B. The proposal to enter into Joint Use Agreements with the UPRR, Unicold and Dreisbach was reviewed in accordance with the requirements of the California Environmental Quality Act ("CEQA") and the Port CEQA Guidelines.

Construction of the Rail Project was approved on September 28, 2017. It was determined that the 2002 Oakland Army Base Area ("OAB") Redevelopment Plan Environmental Impact Report, as addended, provided sufficient environmental review under CEQA and that no further or additional CEQA review was required. The proposed JUAs do not result in any change to the project approved on September 28, 2018 and none of the circumstances necessitating preparation of additional CEQA review as specified in CEQA and the CEQA Guidelines, including Public Resources Code Section 21166 and CEQA Guidelines Sections 15162 and 15164, were present. Thus, no further CEQA review is required to enter into the Joint Use Agreements.

SECTION 2. The Board hereby:

A. Approves the execution of (1) a Joint Use Agreement with UPRR and Dreisbach and (2) a Joint Use Agreement with UPRR and Unicold, both to allow rail car delivery service to newly constructed track at the Maritime Support Center, and as further described in the Agenda Report; and

B. Authorizes the Executive Director to execute the Joint Use Agreements with UPRR, Dreisbach and Unicold, subject to approval as to form and legality by the Port Attorney and make such additions, modifications, or corrections as necessary to implement the Supplemental Agreement or to correct errors, subject to the limitations set forth herein and provided that any such addition, modification or correction does not materially differ from the terms and conditions set forth herein and in the Agenda Report.

SECTION 3. This resolution is not evidence of and does not create or constitute (a) a contract, or the grant of any right, entitlement or property interest, or (b) any obligation or liability on the part of the Board or any officer or employee of the Board. Unless and until a separate written agreement is duly executed on behalf of the Board as authorized by this resolution, is signed as approved as to form and legality by the Port Attorney, and is delivered to other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on July 12, 2018

Passed by the following vote:

Ayes: Commissioners Butner, Colbruno, Cluver, Hamlin, Martinez, Yee, and
President Story – 7
Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 18-65

RESOLUTION APPROVING AND AUTHORIZING EXECUTION OF A SUPPLEMENTAL AGREEMENT EXTENDING THE TERM OF THE TRUCK PARKING MANAGEMENT AGREEMENT WITH ABM INDUSTRY GROUPS, LLC DOING BUSINESS AS ABM PARKING SERVICES FOR AN ADDITIONAL TERM NOT TO EXCEED TWO YEARS.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.2, dated July 12, 2018 ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; and

WHEREAS, the Port entered into a parking management agreement ("Agreement") with AMPCO Systems Parking ("AMPCO") on August 1, 2007, for approximately 15 acres of truck parking at the former Oakland Army Base, with the leased area moving to the Howard terminal and Berths 20-21 terminal areas in the Seaport with increased acreage and a current expiration date of July 31, 2018; and

WHEREAS, on December 8, 2016, AMPCO changed its name to ABM Industry Groups, LLC, doing business as ABM Parking Services ("ABM"), with the operations and management of the Port's truck parking unchanged; now, therefore, be it

RESOLVED, that the Board hereby approves an extension of the Agreement with ABM from July 31, 2018 through July 31, 2019, with an additional one (1) year option to extend if necessary subject to written approval from the Executive Director, and as more fully set forth in the Agenda Report; and be it

FURTHER RESOLVED, that the Board hereby authorizes the Executive Director to enter into an amendment to the Agreement with ABM to extend the Agreement with ABM from July 31, 2018 through July 31, 2019, with an additional one (1) year option to extend if necessary subject to

written approval from the Executive Director, subject to approval as to form and legality by the Port Attorney; and be it

FURTHER RESOLVED, that the Board hereby finds and determines that the action taken herein to extend the term of the Agreement is categorically exempt from requirements of the California Environmental Quality Act ("CEQA") Guidelines pursuant to Section 15301(p), which exempts renewals, extensions or amendments to leases or license and concession agreements where the licensed activity was previously licensed to the same or another person, and involving negligible or no expansion of the use beyond that previously existing; and be it

FURTHER RESOLVED, that this resolution is not evidence of and does not create or constitute (a) a contract, or the grant of any right, entitlement or property interest, or (b) any obligation or liability on the part of the Board or any officer or employee of the Board. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement is duly executed on behalf of the Board as authorized by this resolution, is signed and approved as to form and legality by the Port Attorney, and is delivered to the other contracting party, there shall be no valid or effective agreement; and be it

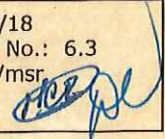
FURTHER RESOLVED, that in acting upon the matters contained herein, the Board has exercised its independent judgment based on substantial evidence in the record and adopts and relies upon the facts, data, analysis, and findings set forth in the Agenda Report and in related materials and in testimony received.

At the regular meeting held on July 12, 2018

Passed by the following vote:

Ayes: Commissioners Butner, Colbruno, Cluver, Hamlin, Martinez, Yee, and President Story – 7

Noes: 0



**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 18-66

RESOLUTION APPROVING CONSTRUCTION PROJECT BUDGET OF \$3,965,000; DELEGATING AUTHORITY TO THE DIRECTOR OF ENGINEERING TO APPROVE THE PROJECT MANUAL AND PLANS; AND AUTHORIZING THE EXECUTIVE DIRECTOR TO ENTER INTO A CONTRACT WITH VELLUTINI CORPORATION DBA ROYAL ELECTRIC INC. IN THE AMOUNT OF \$2,634,242 FOR THE AIRFIELD SIGNAGE REPLACEMENT PROJECT.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.3 dated July 12, 2018 ("Agenda Report") and related agenda materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; and

WHEREAS, that in acting upon this matter, the Board has exercised its independent judgment based on substantial evidence in the record and adopts and relies upon the facts, data, analysis, and findings set forth in the Agenda Report, and in related agenda materials and in testimony received:

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. Based upon the information contained in the Agenda Report, and testimony received, the Board finds that:

A. It is in the best interest of the Port to authorize and approve construction project budget in the amount of \$3,965,000 for the **Airfield Signage Replacement Project at Oakland International Airport ("Airfield Signage Project")**.

B. It is in the best interest of the Port to authorize the **Airfield Signage Project**.

C. The development and use provided for in the project manual and the subsequent use of the development approved by this resolution are in conformity with the General Plan of the City of Oakland.

D. Pursuant to the Port Purchasing Ordinance, it is in the best interest of the Port to delegate to the Executive Director

the authority to finally resolve all bid protests in connection with this project.

SECTION 2. The Board hereby approves the following:

A. Authorize project budget of \$3,965,000 for the **Airfield Signage Project**.

B. Delegation of authority to the Director of Engineering to approve the Plans and Project Manual for the **Airfield Signage Project**.

C. Award of a contract for construction of the **Airfield Signage Project** to Vellutini Corporation doing business as Royal Electric Company ("Royal Electric"), the lowest responsible responsive bidder, in a total aggregate amount not to exceed \$2,634,242, contingent on receipt of an Airport Improvement Program ("AIP") grant funding offer from the Federal Aviation Administration.

D. Rejection of all other bids received for the **Airfield Signage Project** and direction that securities accompanying said bids shall be returned to the respective bidders.

SECTION 3. The Board hereby authorizes the Executive Director to:

A. Finally resolve bid protests in connection with this project pursuant to the Port Purchasing Ordinance.

B. Award a contract for construction of the **Airfield Signage Project** to Royal Electric, the lowest responsible responsive bidder, in a total aggregate amount not to exceed \$2,634,242, contingent on receipt of an AIP grant funding offer from the Federal Aviation Administration.

SECTION 4. The Board further finds that:

A. The Director of Engineering or his designee is authorized to approve the project manual and plans for the **Airfield Signage Project** in advance of construction, pursuant to Government Code Section 830.6.

B. A bond for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and materials furnished and for amounts due under the Unemployment Insurance Code, each in the amount of one hundred percent (100%) of the contract price shall be provided by the contractor as prescribed by applicable laws and regulations and the contract specifications.

C. The procedure prescribed by applicable laws, regulations and the contract specifications shall be taken for the execution of said contract.

SECTION 5. The Board hereby finds and determines that:

A. The proposed actions to approve the plans and project manual and award the construction contract was reviewed in accordance with the California Environmental Quality Act ("CEQA") and CEQA Guidelines.

B. This project is categorically exempt from CEQA pursuant to Section 15301 Existing Facilities which exempts the repair, maintenance, and minor alteration of existing structures and facilities that involve negligible or no expansion of use beyond that existing at the time of the lead agency's determination.

SECTION 6. This resolution is not evidence of and does not create or constitute (a) a contract, or the grant of any right, entitlement or property interest, or (b) any obligation or liability on the part of the Board or any officer or employee of the Board. This resolution approves and authorizes the execution of an agreement(s) in accordance with the terms of this resolution. Unless and until a separate written agreement(s) is duly executed on behalf of the Board as authorized by this resolution, is signed and approved as to form and legality by the Port Attorney, and is delivered to other contracting party, there shall be no valid or effective agreement(s).

At the regular meeting held on July 12, 2018

Passed by the following vote:

Ayes: Commissioners Butner, Colbruno, Cluver, Hamlin, Martinez, Yee, and
President Story – 7

Noes: 0

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**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 18-67

**APPROVING AND AUTHORIZING THE EXECUTIVE
DIRECTOR TO ENTER INTO AN INTERCONNECTION
AGREEMENT WITH PACIFIC GAS AND ELECTRIC
COMPANY FOR THE PROVISION OF WHOLESAL
TRANSMISSION SERVICE TO CUTHBERTSON
SUBSTATION.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item 6.4 dated June 28, 2018, and related agenda materials ("Agenda Report"), has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; and

WHEREAS, in acting upon this matter, the Board has exercised its independent judgment based on substantial evidence in the record and adopts and relies upon the facts, data, analysis, and findings set forth in the Agenda Report, and in related agenda materials and in testimony received;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

Section 1. The Board hereby finds and determines as follows:

- a. The Port owns two electrical substations that serve the electricity needs of many parts of the Seaport: (i) Davis Substation, and (ii) Cuthbertson Substation; and
- b. Electricity is transmitted to both substations through a single 115 KV transmission line from Pacific Gas and Electric's ("PG&E") Station C by 2nd and Jefferson Streets in the City of Oakland; and

- c. The Port buys electricity for Davis Substation on the wholesale market but buys electricity for Cuthbertson Substation from PG&E at PG&E's retail rates; and
- d. The Port has long wanted to be able to buy electricity for Cuthbertson Substation and has negotiated an interconnection agreement through proceedings with the Federal Energy Regulatory Commission ("FERC") to allow the Port to convert Cuthbertson Substation from a retail facility to a wholesale facility and thereby reduce the Port's electricity costs for the Seaport.

Section 2. The Board further finds and declares that the approval of the proposed interconnection agreement was reviewed in accordance with the requirements of the California Environmental Quality Act ("CEQA") and the Port CEQA Guidelines. The proposed interconnection agreement with PG&E is not a project for purposes of CEQA pursuant to Section 15061.b(3) of the CEQA Guidelines, which states that CEQA applies only to projects which have the potential for causing a significant effect on the environment, where it can be seen with certainty that there is no possibility that the activity in question may have a significant effect on the environment, the activity is not subject to CEQA. Approval of the interconnection agreement will not result in any effect on the environment as the proposed action is for wholesale transmission service at an existing substation which would not result in any physical changes to the environment.

Section 3. The Board hereby authorizes the Executive Director to enter into a interconnection agreement with PG&E, together with such other documents as may be customary or necessary in connection with FERC's approval and acceptance of such interconnection agreement, all as described in the Agenda Report and containing the following major provisions:

- a. The term of the agreement will be 10 years from May 1, 2018; and
- b. The Port will be responsible for purchasing electricity and coordinating with the California Independent System Operator ("CAISO") for the delivery of the electricity; and

- c. Both parties will be required to operate their respective electric utility systems in accordance with applicable regulations and with good utility practices; and
- d. Both parties will be required to coordinate their operations and notify the other in the event of a significant operational change or significant regulatory change, which may require the Port to make certain improvements or adjustments to its facilities in the future or participate in certain types of electricity studies; and
- e. The Port is already performing these types of activities and functions at Davis Substation and the Airport.

Section 4. This resolution is not evidence of and does not create or constitute (a) a contract, or the grant of any right, entitlement or property interest, or (b) any obligation or liability on the part of the Board or any officer or employee of the Board. Unless and until a separate written agreement is duly executed on behalf of the Board as authorized by this resolution, is signed as approved as to form and legality by the Port Attorney, and is delivered to other contracting party, there shall be no valid or effective agreement.

Section 5. This resolution shall be effective immediately upon adoption by the Board.

At the regular meeting held on July 12, 2018

Passed by the following vote:

Ayes: Commissioners Butner, Colbruno, Cluver, Hamlin, Martinez, Yee, and
President Story – 7

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 18-68

**RESOLUTION RATIFYING AND APPROVING MEMORANDUM OF
UNDERSTANDING WITH THE INTERNATIONAL BROTHERHOOD
OF ELECTRICAL WORKERS, LOCAL 1245 FOR A TERM
COMMENCING JANUARY 1, 2018 THROUGH JUNE 30, 2022.**

WHEREAS, The Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report for Item 6.5 dated July 12, 2018 ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comments; and be it

RESOLVED, that the terms and conditions of employment and certain benefits as set forth in the Memorandum of Understanding ("MOU") between the International Brotherhood of Electrical Workers, Local 1245 ("IBEW") and the Port of Oakland, for a term commencing January 1, 2018 through June 30, 2022, to be effective on and retroactive to January 1, 2018, as more fully described in the Agenda Report, are hereby ratified and approved; and be it

FURTHER RESOLVED, that the Executive Director is hereby authorized to execute said Memorandum of Understanding for and on behalf of this Board, provided, however, the same shall be approved as to form and legality by the Port Attorney; and be it

FURTHER RESOLVED, that in acting upon the matters contained herein, the Board has exercised its independent judgment based on substantial evidence in the record and adopts and relies upon the facts, data, analysis, and findings set forth in the Agenda Report and in related materials and in testimony received.

At the regular meeting held on July 12, 2018

Passed by the following vote:

Ayes: Commissioners Butner, Colbruno, Cluver, Hamlin, Martinez, Yee, and
President Story – 7

Noes: 0

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**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 18-69

**RESOLUTION DECLARING ELECTION OF OFFICERS
OF THE BOARD OF PORT COMMISSIONERS.**

RESOLVED that after an election of officers of this Board held pursuant to its By-Laws, at the regular meeting of July 12, 2018, the following officers to wit:

Cestra "Ces" Butner	President
Andreas Cluver	First Vice President
Michael Colbruno	Second Vice President

hereby are declared to have been and are duly elected to serve in the capacities indicated, effective July 26, 2018, and until their successors are elected by the Board.

At the regular meeting held on July 12, 2018

Passed by the following vote:

Ayes: Commissioners Butner, Colbruno, Cluver, Hamlin, Martinez, Yee, and President Story – 7

Noes: 0