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**BOARD OF PORT COMMISSIONERS  
CITY OF OAKLAND**

**RESOLUTION APPROVING CONSENT TO  
ASSIGNMENT OF RIGHTS FROM CYPRESS PRIVATE  
SECURITY LP TO ALLIED UNIVERSAL SECURITY  
SERVICES FOR THE MARITIME SECURITY PATROL  
SERVICES CONTRACT AND PORT OF OAKLAND  
SECURITY OPERATIONS CENTER STAFFING  
CONTRACT.**

**WHEREAS**, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item No. 6.6 dated July 25, 2019 ("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; and

**WHEREAS**, on April 12, 2018, the Board approved the agreement with Cypress Private Security, LP ("Cypress") for Port Security Operations Center Staffing ("PSOC Staffing Agreement"); and

**WHEREAS**, on June 11, 2019, the Board approved the agreement with Cypress for Maritime Security Patrol Services ("Maritime Security Agreement"); and

**WHEREAS**, on or about June 17, 2019, Cypress notified the Port that Cypress was transferring all contracts, assets and liabilities to Allied Universal Security Services ("Allied") and sought the Port's consent to assignment of the PSOC Staffing Agreement and Maritime Security Agreement from Cypress to Allied;

**NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:**

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

A. Consents and hereby grants **Cypress** the assignment of the **PSOC Staffing Agreement** and **Maritime Security Agreement** to **Allied** provided that such consent is granted upon the express condition that **Allied** shall assume all of the obligations and liability of **Cypress** under both **PSOC Staffing Agreement** and **Maritime Security Agreement** whether the obligations or liabilities arose before or after the effective date of the assignment and that **Cypress** is not hereby released from any obligation or liability under either the **PSOC Staffing Agreement** or **Maritime Security Agreement**, whether the obligation or liability arose before or after the effective date of the assignment to **Allied**, as more fully set forth in Agenda Report.

B. Authorizes the Executive Director to (i) execute a supplemental agreement for the **PSOC Staffing Agreement** to memorialize the consent to assignment, subject to approval as to form and legality by the Port Attorney, (ii) execute a supplemental agreement for the **Maritime Security Agreement** to memorialize the consent to assignment, subject to approval as to form and legality by the Port Attorney, and (iii) make such additions, modifications, or corrections as necessary, 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 2.** 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 3.** This resolution shall be effective immediately upon adoption by the Board.