

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 15-062

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO (1) APPROVE ADDITIONAL PROJECT BUDGET NOT TO EXCEED \$70,000 FOR ENGINEERING DESIGN SERVICES RELATING TO THE AIRPORT PERIMETER DIKE PROJECT, (2) EXECUTION OF SUPPLEMENTAL AGREEMENTS WITH AECOM (FORMERLY URS CORPORATION AMERICAS), FOR ENGINEERING DESIGN SERVICES AND ENVIRONMENTAL CONSULTING SERVICES FOR THE AIRPORT PERIMETER DIKE PROJECT.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item No. 2.1, dated June 25, 2015 ("Agenda Report") and related agenda materials, has received the expert testimony of 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 August 21, 2007, the Board authorized a budget of \$2,229,378 for engineering design and environmental consulting services related to Airport Perimeter Dike Project; and

WHEREAS, on August 21, 2007, the Board authorized the Executive Director to enter into a professional services agreement with URS Corporation Americas for a vulnerability assessment and engineering design for the Airport Perimeter Dike Project, for a maximum compensation not to exceed \$772,956.22 (Guaranteed Maximum Price), plus \$4,500 (Guaranteed Maximum Reimbursable Expenses Cost, resulting in Contract Number 07212; and

WHEREAS, on December 8, 2009, the Board authorized the Executive Director to enter into a professional services agreement with URS Corporation Americas for environmental review relating to the Airport Perimeter Dike Project, for a maximum compensation not to exceed \$480,000, resulting in Contract Number 09173; and

WHEREAS, on May 9, 2013, the Board authorized the Executive Director to execute a supplemental agreement with URS Corporation Americas for Contract Number 07212 in the amount of \$188,872 and authorized the Executive Director to execute a supplemental agreement for Contract Number 09173 for \$210,000; and

WHEREAS, AECOM acquired URS, including entities URS Corporation and URS Corporation Americas in October of 2014, with URS Corporation retaining its corporate name and registration; and

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. Authorizes additional budget of up to \$70,000 for engineering design services for the Airport Perimeter Dike Project, subject to additional material terms and conditions as further described in the Agenda Report.

B. Authorizes the Executive Director to execute a supplemental agreement with URS Corporation Americas on Contract 07212 for engineering design services to (1) assign the agreement to URS Corporation, and AECOM company, and (2) to increase compensation at an additional amount not to exceed \$70,000.

C. Authorizes the Executive Director to execute a supplemental agreement with URS Corporation Americas on Contract 09173 for engineering design services to 1) assign the agreement to URS Corporation, and AECOM company, and (2) to extend the term of the agreement to June 30, 2018 with no additional compensation.

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.

At the regular meeting held on June 25, 2015

Passed by the following vote:

Ayes: Commissioners Butner, Colbruno, Head, Hamlin, Parker, Uno and President Yee – 7

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 15-063

**RESOLUTION APPROVING BUILDING PERMIT
REQUESTED BY FED EX.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Summary Sheet for Permit Application, Item No. 2.2, dated June 25, 2015 ("Agenda Sheet") 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 Sheet and in related agenda materials and in testimony received;

RESOLVED, that in reliance upon the representations and certifications set forth upon and submitted with an application by **FED EX** ("tenant") for a building permit to perform certain work at 1 Sally Ride Way, Oakland, California ("Premises"), the Board of Port Commissioners ("Board") hereby approves same subject to said representations and certifications at an estimated cost of \$38,000, said work and applicable conditions of Port of Oakland ("Port") approval including the following:

- 1) Installation of replacement light pole at the Fed Ex sort facility, including construction of new foundation in the same location, installation of a new pole and fixture, and connection to existing electrical wiring;
- 2) Compliance with all of the terms and conditions set forth in tenant's agreements with the Port and all other documents regulating use of the Premises;

and be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project is categorically exempt from the requirements of CEQA pursuant to Section 15302, which covers replacement or reconstruction of existing facilities; and be it

FURTHER RESOLVED, that (a) neither this resolution nor the Board's approval of said work (i) is a waiver by the Board of any Port right or remedy with respect to applicant under any agreement between the Port and the applicant or with respect to any obligation of applicant, or (ii) releases applicant from any obligation with respect to said work or with respect to any agreement between the Port and applicant and (b) this resolution is not evidence of and does not create or constitute (i) a contract, or the grant of any right (other than to perform the work subject to the provisions of this resolution), entitlement or property interest, or (ii) any obligation or liability on the part of the Board or any officer or employee of the Board.

At the regular meeting held on June 25, 2015

Passed by the following vote:

Ayes: Commissioners Butner, Colbruno, Head, Hamlin, Parker, Uno and President Yee – 7

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 15-064

**RESOLUTION APPROVING BUILDING PERMIT
REQUESTED BY FED EX.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Summary Sheet for Permit Application, Item No. 2.3, dated June 25, 2015 ("Agenda Sheet") 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 Sheet and in related agenda materials and in testimony received;

RESOLVED, that in reliance upon the representations and certifications set forth upon and submitted with an application by **FED EX** ("tenant") for a building permit to perform certain work at 1 Sally Ride Way, Oakland, California ("Premises"), the Board of Port Commissioners ("Board") hereby approves same subject to said representations and certifications at an estimated cost of \$1,290,000, said work and applicable conditions of Port of Oakland ("Port") approval including the following:

- 1) Installation of solar panels on the new International Sort Building at the Fed Ex facility, including approximately 432 kW improvement covering approximately 42,000 square feet, panel tie-downs and related electrical work;
- 2) Execution of an interconnection agreement with the Port and Pacific Gas and Electric prior to connection to the existing electrical grid and compliance with all of the terms and conditions set forth in tenant's agreements

with the Port and all other documents regulating use of the Premises;

and be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project is categorically exempt from the requirements of CEQA pursuant to Section 15311, which covers installation of accessory structures to existing facilities; and be it

FURTHER RESOLVED, that (a) neither this resolution nor the Board's approval of said work (i) is a waiver by the Board of any Port right or remedy with respect to applicant under any agreement between the Port and the applicant or with respect to any obligation of applicant, or (ii) releases applicant from any obligation with respect to said work or with respect to any agreement between the Port and applicant and (b) this resolution is not evidence of and does not create or constitute (i) a contract, or the grant of any right (other than to perform the work subject to the provisions of this resolution), entitlement or property interest, or (ii) any obligation or liability on the part of the Board or any officer or employee of the Board.

At the regular meeting held on June 25, 2015

Passed by the following vote:

Ayes: Commissioners Butner, Colbruno, Head, Hamlin, Parker, Uno and President Yee – 7

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 15-065

**RESOLUTION APPROVING THE ANNUAL OPERATING
AND CAPITAL BUDGETS FOR THE FISCAL YEAR
ENDING JUNE 30, 2016.**

WHEREAS, the Board of Port Commissioners (the "Board") has reviewed and evaluated Board Agenda Report Item No. 4.2, dated June 25, 2015 ("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, there has been presented to the Board a proposed Operating Budget for the Fiscal Year 2015-2016 (the "FY 16 Operating Budget") and a proposed Capital Budget for the Fiscal Year 2015-2016 (the "FY 16 Capital Budget") as set forth in the Budget Summary presented to the Board on June 25, 2015; now, therefore, be it

RESOLVED, that the Board hereby adopts and approves the FY 16 Operating Budget, and hereby authorizes the payment of operating expenses, interest expenses and other expenses, and the payment of debt service of the Port as described in the Budget Summary attached as Attachment A to the Agenda Report; subject, as may be appropriate, to subsequent Board authorization of particular contracts for certain of such expenditures, as required by Port Ordinance 4321 (as amended), the Charter of the City of Oakland ("City Charter") and other requirements of the Board; and further subject, with respect to Lake Merritt and General Services payments to the City of Oakland, to the Board's determination of sufficient monies available to make such payments pursuant to applicable provisions of the City Charter, as well as receipt by the Port of sufficient documentation to make such payments; and be it

FURTHER RESOLVED, that the Board hereby adopts and approves the FY 16 Capital Budget, and hereby authorizes the payment of approximately \$133.1 million of total capital expenses as provided in the FY 16 Capital Budget and as described in the Budget Summary; subject, as may be appropriate, to subsequent Board authorization of particular contracts for certain of such expenditures, as required by Port

Ordinance 4321 (as amended), the City Charter and other requirements of the Board; and, be it

FURTHER RESOLVED, that the Board hereby directs Port staff to submit to the Board monthly variance reports with respect to the FY 16 Operating Budget and quarterly variance reports with respect to the FY 16 Capital Budget; and be it

FURTHER RESOLVED, that the Board hereby directs staff to file with the City Council, the City Administrator and City Auditor a certified copy of the budget as set forth in the City Charter; and be it

FURTHER RESOLVED, that the Board hereby authorizes the Executive Director to take all necessary and appropriate actions to carry out the above actions; 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 agenda materials and in testimony received.

At the regular meeting held on June 25, 2015

Passed by the following vote:

Ayes: Commissioners Butner, Colbruno, Head, Hamlin, Parker, Uno and President Yee – 7

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 15-066

**RESOLUTION APPROVING THE EXECUTION OF AN
AGREEMENT TO EXTEND THE MARITIME AND AVIATION
PROJECT LABOR AGREEMENT TO SEPTEMBER 30, 2015.**

WHEREAS, the Board of Port Commissioners (the "Board") has reviewed and evaluated the Agenda Report Item 5.1 dated June 25, 2015 (the "Agenda Report") and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; and

WHEREAS, the Maritime and Aviation Project Labor Agreement ("MAPLA") would have expired on June 30, 2015; now therefore be it

RESOLVED, that the Board hereby authorizes the Executive Director or his designee to execute an Agreement to extend the MAPLA and its terms, conditions, and amendments to September 30, 2015, as more fully described in the Agenda Report; and be it

FURTHER RESOLVED, that the Board hereby determines that the administrative services described herein are professional services; and be it

FURTHER RESOLVED, 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 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on June 25, 2015

Passed by the following vote:

Ayes: Commissioners Butner, Colbruno, Head, Hamlin, Parker, Uno and President Yee – 7

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 15-067

**RESOLUTION APPROVING AN AGREEMENT TO PROVIDE FOR
MANAGED PRINT SERVICES AND AN EQUIPMENT LEASE
WITH RAY A. MORGAN COMPANY, AT A MAXIMUM COST OF
\$720,000 FOR FIVE YEARS.**

WHEREAS, the Board has reviewed and evaluated the Agenda Report Item No. 6.1 dated June 25, 2015 ("Agenda Report") and related agenda materials, has received the expert testimony of 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 hereby finds and determines that an agreement with **Ray A. Morgan Company** will constitute an agreement for obtaining professional, technical and specialized services that are temporary in nature and that it is in the best interest of the Port to secure such services from **Ray A. Morgan Company**.

SECTION 2. The Board hereby:

A. Approves (1) an Agreement with **Ray A. Morgan Company** to provide managed print services and (2) an Equipment Lease with **Ray A. Morgan Company**, for a compensation not to exceed \$720,000 for five years, and subject to additional material terms and conditions as further described in the Agenda Report.

B. Authorizes the Executive Director to (i) execute such agreements, subject to approval as to form and legality by the Port Attorney, and (ii) make such additions, modifications, or corrections as necessary to implement the agreements 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.

C. Authorizes the Executive Director to enter into any ancillary documents to consummate the transaction contemplated 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.

SECTION 4. This resolution shall be effective immediately upon adoption by the Board.

At the regular meeting held on June 25, 2015

Passed by the following vote:

Ayes: Commissioners Butner, Colbruno, Head, Hamlin, Parker, Uno and President Yee – 7

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 15-068

RESOLUTION APPROVING AND AUTHORIZING AN INCREASE IN THE TOTAL PROJECT BUDGET OF \$400,000 FOR THE TSA RECAPITALIZATION PROJECT, OAKLAND INTERNATIONAL AIRPORT; AUTHORIZING THE DIRECTOR OF ENGINEERING TO APPROVE THE PROJECT MANUAL AND PLANS FOR THE TSA RECAPITALIZATION PROJECT, OAKLAND INTERNATIONAL AIRPORT; CALLING FOR BIDS THEREFORE; AND AUTHORIZING THE EXECUTIVE DIRECTOR TO AWARD A CONTRACT TO THE LOWEST RESPONSIBLE RESPONSIVE BIDDER IN TOTAL AGGREGATE AMOUNT NOT TO EXCEED \$4,089,000.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.3 dated June 25, 2015 ("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 approve and authorize an increase in the project budget for the **TSA Recapitalization Project, Oakland International Airport** ("TSA Recapitalization Project") in a total amount not to exceed \$400,000;

B. It is in the best interest of the Port to authorize the project for the **TSA Recapitalization 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; and be it

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. Authorizing an increase in the project budget for the **TSA Recapitalization Project, Oakland International Airport** ("TSA Recapitalization Project") in a total amount not to exceed \$400,000.

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

C. Advertising for bids for the construction of the **TSA Recapitalization Project**.

D. Award of a contract for construction of the **TSA Recapitalization Project** to the lowest responsible responsive bidder, in a total aggregate amount not to exceed \$4,089,000.

E. Rejection of all other bids received for the **TSA Recapitalization 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 contract to the lowest responsible responsive bidder, based upon the receipt of formal sealed bids, for the **TSA Recapitalization Project**, in a total aggregate amount not to exceed \$4,089,000.

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 TSA Recapitalization Project in advance of construction, pursuant to Government Code Section 830.6.

B. The Secretary of the Board is hereby authorized to advertise for four consecutive days in the official newspaper of the City of Oakland for sealed bids for the project, not less than ten calendar days prior to the date set for receiving said bids.

C. The provisions of the Maritime and Aviation Project Labor Agreement ("MAPLA") apply to this project.

D. 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.

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

SECTION 5. This project has been determined to be categorically exempt from the California Environmental Quality Act (CEQA) Guidelines pursuant to Section 15301, Existing Facilities, which exempts the operation, repair, maintenance, permitting, leasing, licensing, or minor alteration of existing public and private structures, facilities, mechanical equipment or topographical features, involving 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 June 25, 2015

Passed by the following vote:

Ayes: Commissioners Butner, Colbruno, Head, Hamlin, Parker, Uno and President Yee – 7

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 15-069

RESOLUTION AUTHORIZING THE EXECUTION OF CHANGE ORDERS AND APPROVING AN INCREASE TO THE CHANGE ORDER AUTHORITY LIMIT FOR THE CONTRACT WITH OLIVER DESILVA INC., DOING BUSINESS AS GALLAGHER & BURK, INC. (LIC. NO. 141140) FOR THE CONSTRUCTION OF RUNWAY SAFETY AREA IMPROVEMENTS, NORTH FIELD, OAKLAND INTERNATIONAL AIRPORT, OAKLAND, CALIFORNIA, IN A TOTAL AGGREGATE AMOUNT NOT TO EXCEED \$375,000.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.4 dated June 25, 2015 ("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, on June 5, 2014, by Resolution No. 14-55, the Board authorized solicitation and award of a contract for the main portion of the **Construction of Runway Safety Area Improvements, North Field, Oakland International Airport, Oakland, California**, ("North Field Main RSA"); and

WHEREAS, on June 5, 2014, by Resolution No. 14-55, the Board authorized solicitation and award of a separate contract designated as a small business enterprise carve-out project for the **Construction of Runway Safety Area Shoulder Rehabilitation Improvements, North Field, Oakland International Airport, Oakland, California**, ("North Field Shoulder Improvements RSA"); and

WHEREAS, on September 10, 2014, the Executive Director approved the award of a contract for the **North Field Main RSA** project to **Oliver DeSilva, Inc., doing business as Gallagher & Burk, Inc.**, ("Gallagher & Burk"), in the amount of \$38,156,989.00; and

WHEREAS, Port staff advertised the **North Field Shoulder Improvements RSA**, however, no bids were received for this project; and

WHEREAS, Port staff has evaluated various options to complete the shoulder rehabilitation work within the designated

schedule and determined that it is in the best interests of the Port to proceed with this work within the **RSA North Field Main** contract which requires additional change order authorization; 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 an increase to the change order authority limit for the **North Field Main RSA** project in a total aggregate amount not to exceed \$375,000;

B. It is in the best interest of the Port to authorize the Executive Director to negotiate and execute additive change orders with Gallagher & Burk, under the contract for the **North Field Main RSA** project, pursuant to the Port Purchasing Ordinance, for the construction of necessary pavement work to complete the project.

SECTION 2. The Board hereby approves an increase to the change order authority limit in a total aggregate amount not to exceed \$375,000.

SECTION 3. The Board hereby authorizes the Executive Director to negotiate and execute additive change orders with Gallagher & Burk for the **South Field RSA** project, in a total aggregate amount not to exceed \$375,000.

SECTION 4. The actions requested in this Agenda Report fall within the scope of the Port Maritime and Aviation Project Labor Agreement ("MAPLA"), and the provisions of the MAPLA apply.

SECTION 5. As authorized by the Board, the Port's Executive Director approved the Initial Study/Mitigated Negative Declaration at a special public hearing for the RSA project on September 7, 2012. A Notice of decision was circulated for 14 days and become final on September 21, 2012. A Notice of Determination was subsequently filed with the Alameda County Recorder's Office.

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 June 25, 2015

Passed by the following vote:

Ayes: Commissioners Butner, Colbruno, Head, Hamlin, Parker, Uno and President Yee – 7

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 15-070

**RESOLUTION APPROVING RETENTION OF THE LAW FIRMS
AND CONSULTING FIRMS DESCRIBED ON THE ATTACHED
APPENDIX A IN CONNECTION WITH WORK DESCRIBED
THEREIN AT A TOTAL CUMULATIVE COMPENSATION NOT TO
EXCEED \$3,844,500 FOR FISCAL YEAR 15-16.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item 6.5 dated June 25, 2015, 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, 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 the agreements with **the laws firms and consulting firms described on the attached Appendix A** constitute agreements for obtaining professional, technical and specialized services that are temporary in nature and that it is in the best interest of the Port to secure such services from those parties listed on Appendix A and waiving competitive procurement requirements.

SECTION 2. The Board hereby:

A. Approves the appointment of **the law firms described on the attached Appendix A**, as Special Counsel, part-time, pursuant to the provisions of Section 6.05 of Port Ordinance No. 867, as well as the consulting firms described on Appendix A to render expert assistance to the Port Attorney in connection with the matters described on Appendix A; the compensation of and reimbursement for out-of-pocket expenses incurred by said Special Counsel and consultants to be made from time to time as approved by the Port

Attorney, up to, but not to exceed those listed on Appendix A per firm for a total cumulative amount of \$3,844,500 for Fiscal Year 2015-2016, subject to adjustment during Fiscal Year 2015-2016 by the Port Attorney for amounts or for additional consultants under his contracting authority or by further Board action.

B. Authorizes the Port Attorney to i) execute the agreements with the law firms and consulting firms listed on Appendix A, and (ii) make such additions, modifications, or corrections as necessary to implement the agreements 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.

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

At the regular meeting held on June 25, 2015

Passed by the following vote:

Ayes: Commissioners Butner, Colbruno, Head, Hamlin, Parker, Uno and President Yee – 7

Noes: 0

Appendix A

PORT ATTORNEY'S OFFICE PROPOSED OUTSIDE COUNSEL AND CONSULTANT BUDGET FOR FISCAL YEAR 15-16

CONFIDENTIAL: ATTORNEY-
CLIENT AND ATTORNEY WORK-
PRODUCT PRIVILEGED;
EXEMPT FROM DISCLOSURE

LAW FIRM/CONSULTING FIRM/COST ITEMS	MATTER NAMES	OPERATING	LEGAL CONTINGENCY	CIP	GASB 49	TOTAL LINE ITEM BUDGET
Anderson & Krieger LLP (Cambridge, MA)	Aviation Regulatory Matters	\$80,000				\$80,000
Archer Norris (Walnut Creek)	Sanchez v. Port of Oakland		\$20,000			
	Bealey v. Port of Oakland		\$25,000			
	Foltz v. Port of Oakland		\$25,000			
	Personal Injury/Property Damage		\$40,000			\$110,000
Baseline Environmental Consulting (Emeryville)	Technical Expert Services on GASB 49 Cost Recovery Matters (Various Site)				\$100,000	\$100,000
Briscoe Ivester & Bazel (San Francisco)	Tideland Trust	\$15,000				\$15,000
Bryan Cave (Chicago, IL)	North Field RSA (<i>GASB49: (but being tracked initially under Capital)</i>)				\$150,000	\$150,000
Burke Williams & Sorenson (Oakland)	Port v. Marilyn Hartman		\$30,000			
	Protest/Operation Interruptions		\$30,000			\$60,000
Dana Gordon (Piedmont)	Library Services	\$4,000				\$4,000
Dawn L. Crater (Richmond)	General Insurance Support/Recoveries		\$30,000		\$50,000	\$80,000
Donahue Fitzgerald (Oakland)	Terminal Operators (PA, SSAT, etc)		\$100,000			
	Lease/Contract Disputes and Claims					
	Real Estate/Leasing	\$70,000				
	Copyright/Trademark Advice	\$20,000				\$190,000
Drinker Biddle & Reath LLP (Los Angeles)	Benefits	\$50,000				\$50,000
Edgcomb Law Group (San Francisco)	Schnitzer Steel				\$65,500	\$65,500
Farella Braun + Martel LLP (San Francisco)	General Risk Management and Cost Recovery Advice		\$150,000			
	UniteHere/Host and SSAT/Ports America Insurance Claims		\$100,000			
	GASB 49 Cost Recovery Claims Against Insurance Carriers/Insurance Advice Related to Pollution Conditions				\$200,000	\$450,000
Fenwick & West LLP (Mt. View)	Employment Advice/Claims	\$20,000	\$50,000			\$70,000
Gordon Creed Kelly Holl & Sugerman (San Francisco)	Public Records Act Request and/or Response Assistance (<i>for unusually large complex requests</i>)		\$25,000			
	Personal Injury/Property Damage		\$40,000			\$65,000
Gordon & Pollard LLP (San Francisco)	Litigation Strategies and Appeals/Other Advice	\$10,000	\$75,000			\$85,000
Hanson Bridgett (San Francisco)	Employment Advice/Claims		\$80,000			

Appendix A

**PORT ATTORNEY'S OFFICE
PROPOSED OUTSIDE COUNSEL AND CONSULTANT BUDGET
FOR FISCAL YEAR 15-16**

CONFIDENTIAL: ATTORNEY-
CLIENT AND ATTORNEY WORK-
PRODUCT PRIVILEGED;
EXEMPT FROM DISCLOSURE

LAW FIRM/CONSULTING FIRM/COST ITEMS	MATTER NAMES	OPERATING	LEGAL CONTINGENCY	CIP	GASB 49	TOTAL LINE ITEM BUDGET
	Ethics	\$20,000				
	Records Retention/E-Discovery	\$25,000				\$125,000
Jarvis Fay Doport & Gibson LLP (Oakland)	Public Works Contracting Advice (General)	\$20,000				
	Bid/Proposal Protests Advice	\$15,000				
	International Arrivals Building RFP			\$75,000		
	7th Street Grade Separation RFP/Construction Documents			\$50,000		\$160,000
JSP Associates (San Francisco)	Trespass & Business Interruption		\$50,000			\$50,000
Liebert Cassidy & Whitmore (Los Angeles)	Labor/Employment Advice	\$40,000				
	Labor/Employment Claims		\$40,000			\$80,000
O'Melveny & Myers LLP (Los Angeles)	Railroad Advice & Consultation	\$10,000				
	Bond/Finance Matters	\$70,000				\$80,000
On Demand (San Francisco)	File Room Project	\$25,000				
	Records Retention Schedule Advice and Port Attorney Migration to Electronic Records	\$35,000				\$60,000
Orrick Herrington & Sutcliff (San Francisco)	Tax Matters	\$90,000				\$90,000
Perkins Coie LLP (San Francisco)	General CEQA Advice/Litigation	\$50,000	\$50,000			
	Utilities	\$50,000				\$150,000
Ramsey Law Group (Lafayette)	General Commercial Collection and Flightwatch (Aviation Collections)		\$30,000			
			\$10,000			\$40,000
Renne Sloan Holtzman & Sakai (San Francisco)	Labor Negotiations/Labor Advice	\$75,000	\$50,000			\$125,000
Rudder Law Group (Alameda)	Aviation Regulations and Permitting	\$80,000				
	EPA Administrative Order		\$150,000			
	Transportation Network Companies (TNCs)		\$50,000			\$280,000
Saul Ewing (D.C.)	Shipping Act Advice; Terminal Leasing	\$80,000	\$20,000			
	Potential Litigation - Ports America; SSAT		\$100,000			\$200,000
Schnader Harrison & Segal & Lewis (San Francisco)	Aviation Regulations and Compliance	\$40,000				

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PROPOSED OUTSIDE COUNSEL AND CONSULTANT BUDGET
FOR FISCAL YEAR 15-16**

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PRODUCT PRIVILEGED;
EXEMPT FROM DISCLOSURE

LAW FIRM/CONSULTING FIRM/COST ITEMS	MATTER NAMES	OPERATING	LEGAL CONTINGENCY	CIP	GASB 49	TOTAL LINE ITEM BUDGET
	CMC/Grewal Litigation		\$100,000			
	Tarfere/Ground Transportation Claims &		\$25,000			\$165,000
SSL Law Firm (San Francisco)	Planning/Land Use	\$20,000				\$20,000
Wendel Rosen Black & Dean (Oakland)	Potential Litigation - Ports America; SSAT		\$100,000			
	Clean Water/Environmental Regulatory		\$125,000			
	PRP Cost Recovery				\$150,000	
	Utilities	\$20,000				
	General Construction	\$30,000				
	Construction Claims and Litigation		\$200,000			
	Miscellaneous Bankruptcy		\$20,000			\$645,000
OUTSIDE COUNSEL/CONSULTANT BUDGET		\$1,064,000	\$1,940,000	\$125,000	\$715,500	\$3,844,500