

**PORT ORDINANCE NO. 4351**

**ORDINANCE AUTHORIZING AND APPROVING A LEASE WITH A  
MAXIMUM TERM NOT TO EXCEED 66 YEARS WITH COOL PORT  
OAKLAND, LLC FOR APPROXIMATELY 23 ACRES WITHIN THE  
MARITIME AREA.**

**WHEREAS**, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item No. 6.3 dated September 24, 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**, in December 2013, the Port issued a Request for Proposals ("RFP") for "Cool Port Oakland," for the development and operation of a temperature controlled logistics facility to maximize use of the Port's comprehensive road, rail, and shipping network to increase the import and export of perishable food products through Northern California; and

**WHEREAS**, in February 2014, the Port received proposal from Lineage Logistics and Dreisbach Enterprises for development and lease of the temperature-controlled logistics facilities and the Port has negotiated terms of a long-term lease for this development and lease; and

**WHEREAS**, Lineage Logistics and Dreisbach Enterprises have formed Cool Port Oakland, LLC for this development and lease project and

**WHEREAS**, development of the temperature-controlled logistics facility was reviewed in accordance with the requirements of the California Environmental Quality Act ("CEQA"), and the Port CEQA Guidelines; and

**WHEREAS**, in July of 2002, the City of Oakland ("City") acting through the Oakland Base Reuse Authority approved a reuse plan for the OAB. The City, as the lead agency under CEQA, certified an Environmental Impact Report ("EIR") at that time for the OAB Area Redevelopment Plan. On September 17, 2002, the Board, acting on behalf of the Port as a responsible agency under CEQA, adopted findings and the mitigation program in the City's EIR (Resolution No. 02317). Due to some changes in the project description, primarily on the City's property, the 2012 OAB Project Initial Study/Addendum ("2012 Addendum") was prepared. In June 2012, the Board considered the 2012 Addendum and adopted mitigation measures applicable to the Port from the City's OAB Standard Conditions of Approval/Mitigation Monitoring and Reporting Program ("SCA/MMRP") with Resolution No.12-76. To ensure that the proposed temperature-controlled logistics facility and other AMS proposed were properly analyzed under CEQA, Port staff, with assistance from Lamphier-Gregory, prepared the "Port of Oakland Third Addendum to the OAB Area Redevelopment Plan EIR: Maritime Support Center Logistics Improvements", dated July 2015 ("2015 Addendum"). Specifically, the 2015 Addendum found that no further or additional CEQA review is required as 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, are present.

**BE IT ORDAINED** by the Board of Port Commissioners ("Board") of the City of Oakland as follows:

**Section 1.** 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.

**Section 2.** The Board hereby finds and determines as follows:

A. The proposal to authorize the Executive Director to execute a lease with Cool Port Oakland LLC was reviewed in accordance with the requirements of the California Environmental Quality Act ("CEQA") and the Port CEQA Guidelines; and

B. In July 2002, the City Council of the City of Oakland ("City"), as the lead agency under CEQA, certified an Environmental Impact Report ("EIR") for reuse of the OAB. On September 17, 2002, the Board, acting on behalf of the Port as a responsible agency under CEQA, adopted findings and a mitigation program in reliance on the City's EIR (Resolution No. 02317). In June 2012, the Board considered the 2012 OAB Project Initial Study/Addendum and adopted mitigation measures applicable to the Port from the City's OAB Standard Conditions of Approval/Mitigation Monitoring and Reporting Program ("SCA/MMRP") with Resolution No. 12-76. To ensure that the proposed temperature-controlled logistics facility and other AMS proposed were properly analyzed under CEQA, Port staff, with assistance from Lamphier-Gregory, prepared the "Port of Oakland Third Addendum to the OAB Area Redevelopment Plan EIR: Maritime Support Center Logistics Improvements", dated July 2015 ("2015 Addendum"). Specifically, the 2015 Addendum found that no further or additional CEQA review is required as 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, are present. Therefore, no further or additional environmental review or documentation is necessary in order for the Board to take the actions recommended in the Agenda Report.

C. Tenant operations and construction of the proposed improvements are required to comply with applicable mitigation measures and standard conditions of approval in the adopted SCA/MMRP, which is available on line at:

<http://www2.oaklandnet.com/Government/o/PBN/OurOrganization/PlanningZoning/s/ApplicationandZoningInformation/OAK042281>

**Section 3.** The Board hereby approves and authorizes the Executive Director or his designee to execute for and on behalf of the Board a lease agreement with COOL PORT OAKLAND, LLC, for approximately 23 acres within the Maritime area to be primarily used for a temperature controlled logistics facility, with rent payable initially at a Minimum Annual Guaranteed rate of \$840,000 per year upon commencement of operations, with additional base and participation rent payable over the term; and for an initial term of thirty (30) years with three options to extend for a maximum term that shall not exceed sixty-six (66) years, and on terms as more fully described in Agenda Report Item 6.3.

**Section 4.** The lease agreement shall contain such other terms and

conditions as are customary in the Port leases and as the Executive Director and the Port Attorney may deem appropriate or advisable consistent with the intent of this ordinance.

**Section 5.** The Board hereby authorizes the Executive Director or his designee to approve and execute any documents that may be required to carry out the lease as described in the Agenda Report, in consultation with and subject to the Port Attorney's approval as to form and legality, and subject to the condition that the approvals set forth in this Ordinance be valid for no longer than 30 days, and that if the subject documents are not fully executed by that date such approval shall be null and void unless further extended at the sole and absolute discretion of the Executive Director or his designee.

**Section 6.** This ordinance 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 ordinance approves and authorizes the execution of a lease in accordance with the terms of this ordinance. Unless and until a separate written lease is duly executed on behalf of the Board as authorized by this ordinance, 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 lease.

The Board of Port Commissioners, Oakland, California, September 24, 2015. Passed to print for one day by the following vote: Ayes: Commissioners Butner, Colbruno, Head, Parker, Story, Yee and President Hamlin - 7. Noes: 0.

John T. Betterton  
Secretary of the Board