

**BOARD OF PORT COMMISSIONERS  
CITY OF OAKLAND**

5/25/2023  
Item No.: 2.1  
RS/pcm

*HEP*

**RESOLUTION NO. 23-38**

**RESOLUTION APPROVING AND RE-CERTIFYING THE  
PORT OF OAKLAND'S SEWER SYSTEM MANAGEMENT  
PLAN DATED MAY 2023.**

**WHEREAS**, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item No. 2.1 dated May 25, 2023, 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; and

**WHEREAS**, on May 2, 2006, the State Water Resources Control Board ("State Water Board") adopted the Statewide General Waste Discharge Requirements ("WDR") Order No. 2006-0003 for all publicly owned sanitary sewer collection systems; and

**WHEREAS**, on December 6, 2022, the State Water Board adopted WDR Order No. 2022-0103-DWQ for all publicly owned sanitary sewer collection systems, which superseded the previous Order No. 2006-0003 and is effective June 5, 2023; and

**WHEREAS**, the intent of the WDR is to collect information on the causes and sources of sanitary sewer overflows ("SSO") statewide to determine the full impact on public health and the environment; and

**WHEREAS**, an SSO occurs when sewage spills onto a public right of way and/or private property because sewer lines are blocked, clogged, or obstructed; and

**WHEREAS**, under the terms of the WDR, publicly owned collection systems that own and operate more than one mile of pipes are required to take necessary steps to prevent SSOs, to comply with the reporting requirements, and to implement a Sewer System Management Plan ("SSMP") which must be updated every five years following the original adoption date and must include any significant program changes and re-certification by the governing board when significant updates to the SSMP are made; and

**WHEREAS**, on May 18, 2010, the Port adopted its first Sewer System Management Plan ("2010 SSMP") pursuant to the requirements of the State Water Board's WDR; and

**WHEREAS**, on July 9, 2015, the Board, by Port Resolution No. 15-073, approved an Update to the 2010 SSMP ("2015 SSMP") in compliance with the WDR requirements including the amended Monitoring and Reporting Plan ("MRP") which became effective on September 9, 2013; and

**WHEREAS**, on January 28, 2021, the Board, by Resolution No. 21-01, approved an update to the 2020 Sewer System Management Plan dated September 2020 ("2020 SSMP"); and

**WHEREAS**, in 2023, Port staff performed updates to the SSMP including an updated Sewer Spill Emergency Response ("SERP"), resulting in the finalization of the May 2023 Sewer System Management Plan ("2023 SSMP");

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

**Section 1.** The proposed updates to the SSMP as documented in the 2020 SSMP have been determined to be exempt from the California Environmental Quality Act ("CEQA") Guidelines pursuant to Section 15061(b)(3) of the CEQA Guidelines, which states that CEQA applies only to activities that have a potential for causing a significant effect on the environment. Updating the SSMP itself will not result in a physical change in the environment, and therefore this action is not subject to CEQA and no further environmental review is required. In addition, continuing administrative or maintenance activities, personnel-related actions, and general policy and procedure making, such as the proposed administrative and procedural changes to implementation of the 2023 SSMP, are not projects under CEQA pursuant to Section 15378(b)(2) of the CEQA Guidelines. Individual rehabilitation and maintenance projects proposed for implementation pursuant to the 2023 SSMP would be subject to CEQA review at the time they are proposed.

**Section 2.** The Board hereby approves and re-certifies the 2023 SSMP, including the Spill Emergency Response Plan and Other Program Elements Therein in compliance with the WDR.

**Section 3.** The Board hereby authorizes the Executive Director to make necessary administrative and procedural changes to implement the 2023 SSMP program elements, including the Spill Emergency Response Plan, and further authorizes the Executive Director to amend the list of position classifications that are the designated Legally Responsible Official in Element 2 of the SSMP.

**Section 4.** This resolution shall become effective immediately upon adoption by the Board.

**At the regular meeting held on May 25, 2023**

**Passed by the following vote:**

**Ayes: Commissioners: Butner, Cluver, Colbruno, Lee, Martinez, Story and  
President Leslie – 7**

**Noes: 0**

**BOARD OF PORT COMMISSIONERS  
CITY OF OAKLAND**

5/25/23  
Item No.: 4.1  
CT/pcm

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**RESOLUTION NO. 23-39**

**RESOLUTION APPROVING THE EXTENSION OF THE LETTERS OF CREDIT SUPPORTING THE PORT'S COMMERCIAL PAPER PROGRAM FOR THREE AND ONE-HALF YEARS AT AN ANNUAL FEE OF APPROXIMATELY \$840,000; AUTHORIZING THE EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER TO EXECUTE AMENDMENTS TO THE REIMBURSEMENT AGREEMENTS AND FEE AGREEMENTS WITH BANK OF AMERICA NATIONAL ASSOCIATION, AND CERTAIN OTHER DOCUMENTS RELATING TO THE ABOVE; AND APPROVING CERTAIN OTHER ACTIONS.**

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**WHEREAS**, the Board of Port Commissioners of the City of Oakland, California (the "Board") is authorized by Section 706(24) of the Charter of the City of Oakland to provide for the financing and refinancing of Port of Oakland ("Port") facilities through the issuance and sale of debt instruments, including Commercial Paper Notes (the "Notes"), payable exclusively from revenues, other funds and property of the Port; and

**WHEREAS**, Ordinance No. 2858, adopted by the Board on February 21, 1989, provides that the Notes shall be issued and sold in such manner and upon such terms and conditions, and contain such provisions and covenants, as the Board shall fix and establish; and

**WHEREAS**, the Board anticipates the need for certain capital improvements ("Improvements") and has determined that it is in the best interests of the Port to provide funds for the Improvements through issuance of the Notes, the proceeds of which Notes may also be used to pay costs of issuance of said Notes and to pay for one or more related liquidity facilities, including but not limited to letters of credit issued by a bank or banks; and

**WHEREAS**, the Board has previously authorized the issuance of Port of Oakland, California Commercial Paper Notes in an aggregate total amount outstanding not to exceed \$300 million (the "Commercial Paper Program"), and the execution of related credit facilities pursuant to various Board Resolutions, including: Board Resolution No. 99359, adopted by the Board on August 31, 1999; Board Resolution No. 98375, adopted by the Board on September 15, 1998, as amended by Board Resolution No. 02429, adopted by the Board on December 17, 2002; Board Resolution No. 05195, adopted by the Board on July 5, 2005; Board Resolution No. 10-74, adopted by the Board on June 22, 2010; Board Resolution No. 12-59, adopted by the Board on May 17, 2012; Board Resolution No. 13-61, adopted by the Board on June 13, 2013; Board Resolution No. 16-49, adopted by the Board on April 28, 2016; Board Resolution No. 17-23, adopted by the Board on May 4, 2017; and Board Resolution No. 19-21, adopted by the Board on April 25, 2019; and

**WHEREAS**, the Board has authorized the issuance of Port of Oakland, California Commercial Paper Notes Series A, Series B and Series C (collectively, the "ABC Notes") pursuant to the Trust Indenture, dated as of October 1, 1998 (the "Original 1998 Indenture"), as supplemented by that certain First Supplemental Trust Indenture, dated as of August 2, 2010, Second Supplemental Trust Indenture, dated as of June 1, 2017 and Third Supplemental Trust Indenture, dated as of May 10, 2019 (the Original 1998 Indenture as supplemented, the "1998 CP Indenture"), each of which is by and between the Board and U.S. Bank National Association (as successor in interest to U.S. Bank Trust National Association, as trustee (the "Trustee")); and

**WHEREAS**, the Board has authorized the issuance of Port of Oakland, California Commercial Paper Notes Series D, Series E and Series F (collectively, the "DEF Notes") pursuant to the Trust Indenture, dated as of September 1, 1999 (the "Original 1999 CP Indenture"), as supplemented by that certain First Supplemental Trust Indenture, dated as of June 1, 2017 and Second Supplemental Trust Indenture, dated as of May 10, 2019 (the Original 1999 CP Indenture, as supplemented, the "1999 CP Indenture"), each of which is by and between the Board and the Trustee; and

**WHEREAS**, the ABC Notes are currently supported by a credit facility consisting of a Reimbursement Agreement dated as of June 13, 2016 (including its accompanying Fee Letter, the "Existing ABC BofA Reimbursement Agreement") with Bank of America, N.A. ("BofA") with respect to the ABC Notes, which facility has an expiration date of June 30, 2023 and an original Stated Amount (as defined in the 1998 CP Indenture) of \$150 million in principal amount of the ABC Notes, plus applicable coverage for interest; and

**WHEREAS**, the DEF Notes are currently supported by a credit facility consisting of a Reimbursement Agreement dated as of June 13, 2017 (including its accompanying Fee Letter, the "Existing DEF BofA Reimbursement Agreement") with BofA with respect to the DEF Notes, which facility has an expiration date of June 30, 2023 and an original Stated Amount (as defined in the 1999 CP Indenture) of \$50 million in principal amount of the DEF Notes, plus applicable coverage for interest; and

**WHEREAS**, there is currently outstanding approximately \$7.3 million in ABC Notes, and \$25.2 million in DEF Notes, issued pursuant to the Commercial Paper Program; and

**WHEREAS**, in light of the expiration of the Existing ABC BofA Reimbursement Agreement (and the related letter of credit) and Existing DEF BofA Reimbursement Agreement (and the related letter of credit) on June 30, 2023, the Board wishes to extend the existing credit facilities with BofA for three and one-half additional years until December 31, 2026; and

**WHEREAS**, there has been presented to the Board the form of the First Amendment to Reimbursement Agreement and First Amendment to Amended and Restated Fee Letter Agreement for each of the ABC Notes and the DEF Notes (together, the "Reimbursement Agreement Amendments"); and

**WHEREAS**, there has been presented to the Board a form of Offering Memorandum relating to the issuance of the Notes; and

**WHEREAS**, such documents appear to be in appropriate form and the terms are satisfactory to the Board, and the Board has determined that it is in the best interest of the Port to provide funds to finance the Improvements, to support the Commercial Paper Program, to maintain related credit facilities, and to execute the Reimbursement Agreement Amendments; and

**WHEREAS**, the Board has reviewed and evaluated the Agenda Report Item No. 4.1, dated May 25, 2023, and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment;

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

1. Recitals. The Board hereby finds and declares that the foregoing recitals are true and correct.

2. CEQA. The Board hereby finds that the proposed action is not subject to the California Environmental Quality Act ("CEQA") because the proposed action does not involve an activity that may cause either a direct physical change in the environment or a reasonably foreseeable indirect physical change in the environment as further defined in Section 21065 of the Public Resources Code.

3. Approval of Documents, Authorization for Execution. The form, terms and provisions of the Reimbursement Agreement Amendments (collectively, the "Documents") are in all respects approved, and any one or more of the President of the Board, any Vice President of the Board, the Executive Director of the Port, or the Chief Financial Officer of the Port (collectively, the "Authorized Board Representatives") are hereby authorized, empowered, and directed to execute and deliver the Documents, including counterparts thereof, in the name and on behalf of the Board, subject to the approval of the Port Attorney or her authorized designee. The Documents, as executed and delivered, shall be substantially in the forms now before this meeting and hereby approved, with such changes therein (including any changes required by a credit enhancer in order to obtain a letter of credit) as shall be approved by the officer or officers of the Port executing the same and by the Port Attorney or her authorized designee; the execution thereof shall constitute conclusive evidence of the Board's approval of any and all changes or revisions therein from the form of the Documents now before this meeting; and from and after the execution and delivery of the Documents, the officers, agents and employees of the Board are hereby authorized, empowered, and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Documents. Copies of the Documents in substantially final form as presented to the Board are on file with the Secretary of the Board.

4. Offering Memorandum. The distribution of the Offering Memorandum by Goldman Sachs & Co., Inc., as the dealer with respect to the Notes (the "Dealer"), in connection with the offering and sale of the Notes in substantially the form of the draft thereof presented at this meeting, with such changes therein as shall be approved by the President of the Board, any Vice President of the Board, or any Authorized Board Representative, is hereby approved. The President of the Board, any Vice President of the Board, or any Authorized Board Representative, or any one of them, are

hereby authorized and directed to execute and deliver the Offering Memorandum in the name of and on behalf of the Board, and to make any changes or revisions necessary thereto in order for the Offering Memorandum to meet the requirements of the Board under the Documents and this resolution (this "Resolution"). The execution and delivery thereof shall constitute conclusive evidence of the Board's approval of any and all changes or revisions therein from the form of the Offering Memorandum now before this meeting. The Dealer, as previously selected by the Board, is hereby authorized to distribute the Offering Memorandum in such final form. The approval of the Offering Memorandum shall include any supplements or updates thereto subsequently executed and delivered from time to time by the President of the Board, any Vice President of the Board, or any Authorized Board Representative. A copy of the Offering Memorandum in substantially final form as presented to the Board is on file with the Secretary of the Board.

5. Additional Authorization; Ratification. The Authorized Board Representatives and all officers, agents and employees of the Board or the Port, for and on behalf of the Board, are hereby authorized and directed to do any and all things necessary to effect the execution and delivery of the Documents, and any supplements or updates thereto, and to carry out the terms thereof. Said officers and other persons are further authorized and directed, for and on behalf of the Board, to execute all papers, documents, certificates and other instruments that may be required in order to carry out the authority conferred by this Resolution, including giving any notices required in connection therewith, subject in each case to the approval, if necessary, of the Port Attorney or his authorized designee. Any and all actions taken by the Authorized Board Representatives and all officers, agents, and employees of the Board or the Port, for and on behalf of the Board, before the adoption of this Resolution that is within the authority conferred by this Resolution are hereby ratified, confirmed, and approved.

6. Severability. The provisions of this Resolution are hereby declared to be severable and, if any section, phrase, or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases, and provisions hereof.

7. Effective Date. The effective date of this Resolution shall be its date of adoption.

8. Resolution Not Evidence of Contract. 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 agreement(s) 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 party, there shall be no valid or effective agreement.

9. Independent Judgment. 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 May 25, 2023

Passed by the following vote:

Ayes: Commissioners: Butner, Cluver, Colbruno, Lee, Martinez, Story and  
President Leslie – 7

Noes: 0

**BOARD OF PORT COMMISSIONERS  
CITY OF OAKLAND**

5/25/23  
Item No.: 6.1  
ERR/pcm

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**RESOLUTION NO. 23-40**

**RESOLUTION APPROVING AND AUTHORIZING THE EXECUTIVE DIRECTOR TO AWARD CONTRACTS TO: (1) SILMAN INDUSTRIES AND PLANT CONSTRUCTION COMPANY, L.P. FOR ON-CALL GENERAL BUILDING CONTRACTOR SERVICES IN THE AGGREGATE AMOUNT OF \$5,000,000; (2) GALLAGHER & BURK INC., MCGUIRE AND HESTER, O.C. JONES & SONS, INC., TEICHERT CONSTRUCTION, AND BUHLER ENGINEERING FOR ON-CALL PAVING, GRADING AND GENERAL CONTRACTOR SERVICES IN THE AGGREGATE AMOUNT OF \$14,000,000; WITH ALL CONTRACTS COMMENCING JULY 1, 2023 AND ENDING JUNE 30, 2024, 2025, OR 2026; AND FINDING THAT THE PROPOSED ACTION IS EXEMPT UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT.**

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**WHEREAS**, the Board of Port Commissioners of the City of Oakland ("Board") has reviewed and evaluated the Agenda Report for Agenda Item No. 6.1, dated May 25, 2023, 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 finds and determines that the proposed action was reviewed in accordance with the requirements of the California Environmental Quality Act ("CEQA") and CEQA Guidelines. The action was found to be exempt under CEQA Guidelines Section 15061(b) (3) because it can be seen with certainty that there is no possibility the action may have a significant impact on the environment.

**Section 2.** The Board hereby approves the award of contracts to: (1) Silman Industries and Plant Construction Company, L.P. for on-call general building contractor services in the aggregate amount of \$5,000,000; and (2) Gallagher & Burk Inc., McGuire and Hester, O.C. Jones & Sons, Inc., Teichert Construction, and Buhler Engineering for on-call paving, grading and general contractor services in the aggregate amount of \$14,000,000; with all contracts commencing July 1, 2023 and ending June 30, 2024, 2025, or 2026, as further described in the Agenda Report (collectively, "On-Call Contracts").

**Section 3.** The Board hereby authorizes the Executive Director of the Port to execute on behalf of the Board the On-Call Contracts on the terms and conditions set forth herein and in the Agenda Report, subject to approval as to form and legality by the Port Attorney.

**Section 4.** The Board further finds that:

A. The Chief Operating Officer or Principal Engineer of the Port is authorized to approve the project manual and plans for each instance of work performed under the **On-Call Contracts** 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, each in the amount of one hundred percent (100%) of the contract price shall be provided as prescribed by applicable laws and regulations and the contract specifications.

**Section 5.** 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 Port. This resolution approves and authorizes the execution of agreements in accordance with the terms of this resolution. Unless and until separate written agreements are duly executed on behalf of the Board as authorized by this resolution, signed as approved as to form and legality by the Port Attorney, and delivered to the other contracting party, there shall be no valid or effective agreements.

**Section 6.** This resolution shall be effective immediately upon adoption by the Board.

At the regular meeting held on May 25, 2023

Passed by the following vote:

Ayes: Commissioners: Butner, Cluver, Colbruno, Lee, Martinez, Story and  
President Leslie – 7

Noes: 0

HEP

**BOARD OF PORT COMMISSIONERS  
CITY OF OAKLAND**

**RESOLUTION NO. 23-41**

**RESOLUTION APPROVING AND AUTHORIZING THE EXECUTIVE DIRECTOR TO NEGOTIATE AND ENTER INTO A PROFESSIONAL SERVICES AGREEMENT WITH DAVILLIER-SLOAN, INC. FOR CONSTRUCTION WORKFORCE DEVELOPMENT AND LABOR COMPLIANCE CONSULTING SERVICES FOR PROJECTS COVERED BY THE MARITIME AND AVIATION PROJECT LABOR AGREEMENT FOR A TERM COMMENCING JUNE 1, 2023, FOR UP TO FIVE YEARS, WITH TWO, ONE-YEAR OPTIONS TO EXTEND, IN A TOTAL AMOUNT NOT TO EXCEED \$3,380,608.**

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**WHEREAS**, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report for Agenda Item No. 6.2, dated May 25, 2023, 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 testimony received;

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

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

A. The proposed action is not subject to the California Environmental Quality Act because the proposed action does not involve an activity that may cause either a direct physical change in the environment or a reasonably foreseeable indirect physical change in the environment as further defined in Section 21065 of the Public Resources Code.

B. The proposed action is for obtaining professional, scientific, or technical services that are temporary in nature and will not result in the loss of employment or salary by any person having permanent status in the competitive service.

**Section 2.** The Board hereby:

A. Directs the Executive Director to negotiate a Professional Services Agreement ("Agreement") with **Davillier-Sloan, Inc.** ("DSI") to provide construction workforce development and labor compliance consulting services for projects covered by the Maritime and Aviation Project Labor Agreement with a clear delineation of scope and a potential lower maximum not to exceed amount for such services; and

B. Approves and authorizes the Executive Director to, following such negotiations with DSI, enter into the Agreement with **Davillier-Sloan, Inc.** for a term commencing June 1, 2023, for up to five years with two, one-year options to extend, in a total amount as negotiated by the Executive Director, not to exceed \$3,380,608, as further described in the Agenda Report, subject to approval as to form and legality by the Port Attorney; and

C. Authorizes the Executive Director to make any additions, modifications, or corrections necessary to execute the requested agreement or to correct errors, subject to the limitations set forth herein, provided that any addition, modification, or correction does not materially differ from the terms and conditions set forth herein and in the Agenda Report, and are approved as to form and legality by the Port Attorney.

**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 Port. This resolution approves and authorizes the execution of a contract in accordance with the terms of this resolution. Unless and until a separate written contract 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 contract.

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

At the regular meeting held on May 25, 2023

Passed by the following vote:

Ayes: Commissioners: Butner, Cluver, Colbruno, Lee, Martinez, Story and  
President Leslie – 7

Noes: 0

**BOARD OF PORT COMMISSIONERS  
CITY OF OAKLAND**

5/25/2023  
Item No.: 6.3(B)  
DSC/pcm

*Hea*

**RESOLUTION NO. 23-42**

**RESOLUTION RATIFYING AND APPROVING MEMORANDUM  
OF UNDERSTANDING WITH SERVICE EMPLOYEES  
INTERNATIONAL UNION, LOCAL 1021 FOR A TERM  
COMMENCING JULY 1, 2022 THROUGH SEPTEMBER 30,  
2025.**

**WHEREAS**, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report for Agenda Item No. 6.3, dated May 25, 2023, 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 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; now, therefore, be it

**RESOLVED**, that the terms and conditions of employment and certain benefits as set forth in the Memorandum of Understanding ("MOU") between the Port of Oakland and the Service Employees International Union, Local 1021 ("SEIU"), for a term commencing July 1, 2022 through September 30, 2025, to be effective on and retroactive to July 1, 2022, 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 MOU for and on behalf of this Board, provided, however, the same shall be consistent with the terms of the Joint Recommendation for Settlement dated April 4, 2023 and approved as to form and legality by the Port Attorney; 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 Port. 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 party, there shall be no valid or effective agreement; and be it

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

At the regular meeting held on May 25, 2023

Passed by the following vote:

Ayes: Commissioners: Butner, Cluver, Colbruno, Lee, Martinez, Story and  
President Leslie – 7

Noes: 0