

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 17-36

**RESOLUTION APPROVING AND AUTHORIZING
SETTLEMENT OF ALL CLAIMS BY THE PORT OF
OAKLAND AGAINST KAISERAIR, INC. FOR UNPAID
FUEL FLOWAGE FEES, LANDING FEES, DELINQUENCY
FEES AND AUDIT COSTS AND ALL CLAIMS BY
KAISERAIR, INC. AGAINST THE PORT OF OAKLAND
FOR OVERCHARGING RENT IN THE NET PAYMENT
AMOUNT OF \$5,508 TO THE PORT OF OAKLAND BY
KAISERAIR, INC.**

WHEREAS, a dispute arose between the Port of Oakland ("Port") and KaiserAir, Inc. ("Kaiser") relating to (i) a Fuel Flowage Audit for the period August 1, 2011 through December 31, 2014, (ii) a Landing Fee Audit for the period August 1, 2011 through December 31, 2014, and (iii) the Port's overcharge of rent for vehicle parking that is part of the premises of the Kaiser Lease; and now therefore be it

RESOLVED, that the Board of Port Commissioners ("Board") hereby approves and authorizes the Executive Director to execute for and on behalf of the Board any and all settlement and release documents for the Port's claims against Kaiser and Kaiser's claim against the Port (i) in the net settlement amount of \$5,508 to be paid to the Port for unpaid fuel flowage fees, landing fees, delinquency fees and audit costs due from Kaiser, and for the Port overcharge of rent for vehicle parking due to Kaiser, and (ii) which settlement and release document provides that Kaiser has accepted the findings set forth in the Fuel Flowage Fee Audit and that for the period January 1, 2015 forward Kaiser acknowledges its responsibility to charge the applicable landing fee rates as determined by the then applicable Aviation Rates and Charges Ordinance; 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on June 8, 2017

Passed by the following vote:

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

Noes: 0

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**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 17-37

**RESOLUTION APPROVING PERMIT APPLICATION BY
CLEAN ENERGY FUELS TO INSTALL A CANOPY AT
NORTH FIELD FUEL STATION.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Summary Sheet for Permit Application, Item No. 2.10, dated June 8, 2017 and related agenda materials ("Agenda Sheet"), 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;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. In reliance upon the representations and certifications set forth upon and submitted with an application by **Clean Energy Fuels** ("Applicant") for a building permit to install a canopy over an existing CNG fuel station at North Field at 7855 Earhart Road, Oakland, California ("Premises") at an estimated cost of \$154,000, and provided that the Applicant complies with all of the terms and conditions set forth in Applicant's agreement(s) with the Port and all other documents regulating use of the Premises, the Board hereby authorizes the Executive Director to approve the building permit for work related to installation of a new canopy structure at the Premises; the canopy will be approximately 35 x 40 feet and installed over an existing CNG fuel station at the Premises.

SECTION 2. The Board hereby finds and determines that the work to be performed under this building permit was reviewed pursuant to the California Environmental Quality Act ("CEQA") and the Port CEQA Guidelines, and the proposed work has been determined to be exempt from the requirements of CEQA pursuant to Section 15301, Class 1(a)&(e) of the Port CEQA Guidelines.

SECTION 3. (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.

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

At the regular meeting held on June 8, 2017

Passed by the following vote:

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

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 17-38

**RESOLUTION APPROVING BUILDING PERMIT
APPLICATION BY AMERICAN AIRLINES.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Summary Sheet for Permit Application, Item No. 2.11, dated June 8, 2017 and related agenda materials ("Agenda Sheet"), 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;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. In reliance upon the representations and certifications set forth upon and submitted with an application by **American Airlines** ("Applicant") for a building permit to perform certain work to its assigned ticket counter area at 1 Airport Drive, Terminal 1 (Building #M101), Oakland, California ("Premises") at an estimated cost of \$50,000, and provided that the Applicant complies with all of the terms and conditions set forth in Applicant's agreement(s) with the Port and all other documents regulating use of the Premises, the Board hereby authorizes the Executive Director to approve the building permit for work related to the remodeling of Applicant's assigned ticket counter area, including the installation of new ticket kiosks and cabinetry and related electrical and data cables and finish work.

SECTION 2. The Board hereby finds and determines that the work to be performed under this building permit was reviewed pursuant to the California Environmental Quality Act ("CEQA") and the Port CEQA Guidelines, and the proposed work has been determined to be exempt from the requirements of CEQA pursuant to Section 15301, Class 1(a) of the Port CEQA Guidelines.

SECTION 3. (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.

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

At the regular meeting held on June 8, 2017

Passed by the following vote:

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

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 17-39

**RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO
TAKE CERTAIN ACTIONS TO IMPLEMENT THE ALAMEDA
COUNTY TRANSPORTATION COMMISSION PORT OF OAKLAND
PRIORITY PROJECTS, TO APPLY FOR GRANT FUNDS AND
TO ASSUME RESPONSIBILITIES FOR PROJECT OPERATIONS
AND MAINTENANCE.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item No. 3.1, dated June 8, 2017 ("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, the Board previously authorized expenditures related to the grant funding and other work with the Alameda County Transportation Commission ("ACTC") in support of various Port priority projects, including the Intelligent Transportation Systems and Technology Project ("ITST Project"); 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

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. The proposal to authorize certain actions related to grant funding opportunities and Operations and Maintenance responsibilities for the ITST Project was reviewed in accordance with the requirements of the California Environmental Quality Act ("CEQA") and the Port's CEQA Guidelines. The requested authorization for grant funding applications does not commit either the Port or the ACTC to proceed with the ITST Project and, at most, allows both agencies to explore the possibility of using grant funds to implement the ITST Project; such action therefore does not require further review under CEQA, and

B. Should the actions requested in the Agenda Report subsequently result in the implementation and maintenance of the ITST Project, which may involve the installation of additional fiber optic cable in existing and new conduits, upgrades to the security camera system, vehicle detection equipment, changeable message signs and, other related improvements, such Project is categorically exempt from the requirements of CEQA pursuant to Section 15301 (Existing Facilities) which exempts the operation, maintenance, or minor alteration of existing public or private structures, facilities, etc. No additional environmental review is required.

SECTION 2. Based upon the information contained in the Agenda Report and testimony received, the Board hereby:

A. Authorizes the Executive Director to execute any and all documents and the Secretary of the Board to attest to any such documents to apply for grants solely and/or jointly with the ACTC to support the delivery of the ITST Project, subject to approval as to form and legality by the Port Attorney.

B. Commits to perform and fund the operations and maintenance of the ITST Project, if grant funds are accepted or if the ITST Project is otherwise implemented, subject to applicable future Board approvals.

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 8, 2017

Passed by the following vote:

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

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 17-40

RESOLUTION AUTHORIZING AND APPROVING A THIRD SUPPLEMENTAL INTERMEDIATE LIEN TRUST INDENTURE AND ISSUANCE THEREUNDER OF PORT OF OAKLAND INTERMEDIATE LIEN REFUNDING REVENUE BONDS 2017 SERIES D (PRIVATE ACTIVITY/AMT), 2017 SERIES E (GOVERNMENTAL/NON-AMT), 2017 SERIES F (PRIVATE ACTIVITY/NON-AMT) AND 2017 SERIES G (FEDERALLY TAXABLE) IN THE COMBINED AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$300,000,000; AUTHORIZING ENTRY INTO A BOND PURCHASE CONTRACT, AN ESCROW AGREEMENT AND A CONTINUING DISCLOSURE CERTIFICATE; AUTHORIZING THE ESTABLISHMENT OF CERTAIN ESCROW ACCOUNTS; AUTHORIZING REDEMPTION, DEFEASANCE OR PAYMENT AT MATURITY OF ALL PORT OF OAKLAND INTERMEDIATE LIEN REFUNDING REVENUE BONDS 2007 SERIES A, B AND C FROM SUCH ESCROW ACCOUNTS; APPROVING A CASH CONTRIBUTION TO ONE OR MORE ESCROW ACCOUNTS AND FOR OTHER PURPOSES; DELEGATING AUTHORITY TO OBTAIN BOND INSURANCE AND A RESERVE FUND SURETY AND TO MAKE CERTAIN INVESTMENTS; APPOINTING AUTHORIZED BOARD REPRESENTATIVES; AND AUTHORIZING CERTAIN RELATED ACTIONS.

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

WHEREAS Ordinance No. 2858, adopted by the Board on February 21, 1989 (the "Procedural Ordinance"), provides that the debt instruments 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 previously entered into an Intermediate Lien Master Trust Indenture, dated as of October 1, 2007, between the Board and U.S. Bank National Association, as trustee (the "Trustee") (as supplemented and amended to date, the "Intermediate Lien Master Trust Indenture"), which created an intermediate lien on Intermediate Lien Pledged Revenues (as defined therein) and provided, among other things,

for the terms and conditions for the issuance of Intermediate Lien Bonds (as defined therein) at such times and in such aggregate principal amounts as the Board may determine; and

WHEREAS the Board anticipates the need to refinance the costs of certain capital projects (the "Improvements") through the refunding of all or a portion of the currently outstanding Intermediate Lien Bonds, which includes its Port of Oakland Refunding Intermediate Lien Refunding Revenue Bonds, 2007 Series A (AMT), 2007 Series B (Non-AMT) and 2007 Series C (Non-AMT) (collectively, the "Prior Bonds"), and has further determined that it is in the best interests of the Port to provide funds for the refunding of the Prior Bonds through the issuance of Port of Oakland Intermediate Lien Refunding Revenue Bonds 2017 Series D (Private Activity/AMT) (the "Series D Bonds"), 2017 Series E (Governmental/Non-AMT) (the "Series E Bonds"), 2017 Series F (Private Activity/Non-AMT) (the "Series F Bonds") and 2017 Series G (Federally Taxable) (the "Series G Bonds") (the Series D Bonds, the Series E Bonds, the Series F Bonds and the Series G Bonds are collectively referred to herein as the "2017 Intermediate Lien Bonds"); and

WHEREAS there has been presented to this Board a form of the Third Supplemental Intermediate Lien Trust Indenture (the "Third Supplement"), between the Board and the Trustee, which, among other things, (i) includes certain amendments to the Intermediate Lien Master Trust Indenture and (ii) provides for the terms and conditions of the issuance and delivery of the 2017 Intermediate Lien Bonds and includes forms of the 2017 Intermediate Lien Bonds; and

WHEREAS this Resolution, together with the Intermediate Lien Master Trust Indenture as amended and supplemented from time to time, including as amended and supplemented by the Third Supplement, together constitute a "Resolution of Issue" within the meaning of the Procedural Ordinance; and

WHEREAS Section 2.11 of the Intermediate Lien Master Trust Indenture requires the preparation by an Authorized Board Representative (as defined below) or by the Board Consultants (as defined in the Intermediate Lien Master Trust Indenture) of a certificate indicating compliance with certain requirements of the Intermediate Lien Master Trust Indenture as a condition to the issuance of the 2017 Intermediate Lien Bonds and such a certificate shall be delivered in connection with such issuance; and

WHEREAS the Underwriters (as defined below) were selected through a competitive process pursuant to Port Ordinance No. 4321; and

WHEREAS there has been presented to this Board a form of a Bond Purchase Contract (the "Purchase Contract"), between the Board and Merrill Lynch, Pierce, Fenner and Smith Incorporated (or BofAML Securities, Inc.) for itself and as representative of Siebert Cisneros Shank & Co., LLC, Backstrom McCarley Berry & Co., LLC, Blaylock Van, LLC

and J.P. Morgan Securities LLC (collectively, the "Underwriters"), with respect to the purchase and sale of the 2017 Intermediate Lien Bonds; and

WHEREAS there has been presented to this Board a form of Preliminary Official Statement and a form of Continuing Disclosure Certificate relating to the issuance of the 2017 Intermediate Lien Bonds, and a form of Escrow Agreement by and between the Board and U.S. Bank National Association, as escrow agent thereunder (the "Escrow Agent") and as trustee of the Prior Bonds (the "Prior Bonds Trustee"); and

WHEREAS the Board has determined that it is in the best interest of the Port to make a cash contribution of not to exceed \$50,000,000 to be deposited into one or more accounts within the Escrow Fund (defined below) and to pay other costs and expenses associated with the transactions contemplated by this Resolution; and

WHEREAS the proposed terms of the Escrow Agreement and the Third Supplement provide in pertinent part that a portion of the proceeds obtained from the sale of the 2017 Intermediate Lien Bonds, plus (i) certain funds on deposit with the Trustee under the First Supplemental Intermediate Lien Trust Indenture dated as of October 1, 2007, by and between the Board and the Trustee ("First Supplement") and (ii) all or a portion of the additional cash to be contributed by the Board from its own moneys as authorized herein, shall all be transferred in trust to the Escrow Agent to be held in the Escrow Fund (the "Escrow Fund") created under the Escrow Agreement and used to effect the defeasance of and payment upon, as applicable, redemption and maturity of the Prior Bonds on such dates as described in the Escrow Agreement; and

WHEREAS the Reserve Fund Insurance Policy issued by MBIA Insurance Corporation currently on deposit in the 2007 Common Reserve Fund (as defined in the Intermediate Lien Master Trust Indenture) will survive the refunding of Prior Bonds and will continue to be applied towards the satisfaction of the 2007 Common Reserve Fund Requirement (as defined in the Intermediate Lien Master Trust Indenture); and

WHEREAS such documents presented to the Board 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 interests of the Port to provide funds to refinance the Prior Bonds through the issuance of the 2017 Intermediate Lien Bonds; and

WHEREAS, the Board has reviewed and evaluated the Agenda Report dated June 8, 2017, Item 4.1 (the "Agenda Report") and related agenda materials, has received the expert testimony of Board staff, and has provided opportunities for and taken public comment.

NOW, THEREFORE, BE IT RESOLVED by the Board as follows:

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

2. Issuance of 2017 Intermediate Lien Bonds. For the purpose of providing funds to refund the Prior Bonds, the Board hereby authorizes the issuance of its Series D Bonds, Series E Bonds, Series F Bonds and Series G Bonds in the combined aggregate principal amount of not to exceed Three Hundred Million Dollars (\$300,000,000). In addition to the above described uses of the proceeds of the 2017 Intermediate Lien Bonds, a portion of such proceeds may be used to pay costs of issuance, to fund a common debt service reserve fund for the 2017 Intermediate Lien Bonds, if necessary, and for future Intermediate Lien Bonds to the extent such Intermediate Lien Bonds are so secured under the applicable supplemental indenture (and/or to pay the premium costs associated with a debt service reserve surety bond, if a surety bond is utilized) and to pay the premium costs for a municipal bond insurance policy or other credit or liquidity enhancement (collectively, "Credit Enhancements"), if it is determined that Credit Enhancement results in true interest or other cost savings to the Board.

Execution and delivery of the Third Supplement containing the maturities, the principal amounts and the interest rates, within the parameters set forth in this Resolution, shall constitute conclusive evidence of the Board's approval of such maturities, principal amounts and interest rates.

The 2017 Intermediate Lien Bonds shall bear interest at such rates with respect to the various maturities such that the true interest cost for the 2017 Intermediate Lien Bonds does not exceed four percent (4.0%) per annum on average and the final maturity of any of the 2017 Intermediate Lien Bonds shall not be later than November 1, 2029. The true interest cost shall be that rate which, when used in computing the present value of all payments of principal and interest to be paid on the 2017 Intermediate Lien Bonds (compounded on November 1, 2017, and semi-annually thereafter), produces an amount equal to the purchase price of the 2017 Intermediate Lien Bonds taking into account any original issue premium/discount, accrued interest, underwriter's discount or fee, any and all costs of issuance of the 2017 Intermediate Lien Bonds, and based on a year comprised of 360 days and twelve 30-day months.

The costs of issuance of the 2017 Intermediate Lien Bonds (including underwriters' discount, counsel fees, financial advisor fees, rating agency fees, and verification agent fee, among others) shall not exceed two percent (2%) of the aggregate principal amount of such bonds.

Based on market conditions at or before the time of pricing of the 2017 Intermediate Lien Bonds, one or more series of the 2017 Intermediate Lien Bonds may not be issued, but such failure to issue any one or more series of the 2017 Intermediate Lien Bonds shall not preclude the

issuance of any other series of 2017 Intermediate Lien Bonds. In the event that fewer than all series of 2017 Intermediate Lien Bonds are issued, the series designations of the 2017 Intermediate Lien Bonds that are issued may be changed from the designations set forth in this resolution so that the series that are issued are alphabetically consecutive to the Port's previously-issued series of Intermediate Lien Bonds.

3. Pledge to Secure the 2017 Intermediate Lien Bonds. The Board hereby approves the pledge of (a) the Intermediate Lien Pledged Revenues (as such term is defined in the Intermediate Lien Master Trust Indenture) on a parity with the other Intermediate Lien Bonds to be issued under the Intermediate Lien Master Trust Indenture, (b) certain other amounts pledged under the Intermediate Lien Master Trust Indenture and (c) certain amounts held in certain funds and accounts specified in the Intermediate Lien Master Trust Indenture and the Third Supplement, to secure the 2017 Intermediate Lien Bonds as set forth in the Intermediate Lien Master Trust Indenture and the Third Supplement. The Board further approves the designation of the 2017 Intermediate Lien Bonds as Common Reserve Fund Bonds (as defined in the First Supplement) secured by the 2007 Common Reserve Fund pursuant to the First Supplement on a parity with the other Common Reserve Fund Bonds.

4. Forms of 2017 Intermediate Lien Bonds. The 2017 Intermediate Lien Bonds and the Trustee's Certificate of Authentication to appear thereon shall be in substantially the form or forms set forth in Exhibits A-1, A-2, A-3 and A-4 to the Third Supplement, with necessary or appropriate variations, omissions and insertions as permitted or required by the Intermediate Lien Master Trust Indenture or the Third Supplement or as appropriate to adequately reflect the terms of each series of the 2017 Intermediate Lien Bonds and the obligation represented thereby and with such changes therein (including any changes required by a provider of a Credit Enhancement in order to obtain Credit Enhancement with respect to the 2017 Intermediate Lien Bonds) as shall be approved by the officer or officers of the Port executing the same and the Port Attorney or his designee; the execution thereof shall constitute conclusive evidence of the Board's approval of any and all changes or revisions therein from the forms of 2017 Intermediate Lien Bonds now before this meeting.

5. Execution of 2017 Intermediate Lien Bonds; Designation of Authorized Representatives. The 2017 Intermediate Lien Bonds shall be executed by the President of the Board or any Vice President of the Board and attested by the Secretary of the Board or his authorized designee. Any of such signatures may be placed manually on the 2017 Intermediate Lien Bonds or may be by facsimile and any facsimile signature shall be of the same force and effect as if such signature were manually placed on such 2017 Intermediate Lien Bonds. The Executive Director and the Chief Financial Officer, or the written designee of such officer, are hereby designated as Authorized Board Representatives under the Intermediate Lien Master Trust Indenture.

6. Approval of Documents, Authorization for Execution. The form, terms and provisions of the Third Supplement, the Escrow Agreement and the Continuing Disclosure Certificate (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 or any Authorized Board Representative are hereby authorized, empowered and directed to execute, acknowledge and deliver each of the Documents, including counterparts thereof, in the name and on behalf of the Board, subject to the approval of the Port Attorney or his designee. The Documents, as executed and delivered, shall be in substantially 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 Credit Enhancement with respect to the 2017 Intermediate Lien Bonds) as shall be approved by the officer or officers of the Port executing the same and the Port Attorney or his designee; the execution thereof shall constitute conclusive evidence of the Board's approval of any and all changes or revisions therein from the forms 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.

7. Preliminary Official Statement. The form of the Preliminary Official Statement is in all respects approved. The distribution by the Underwriters of the Preliminary Official Statement in either printed format or through electronic means in connection with the offering and sale of the 2017 Intermediate Lien Bonds in substantially the form of the draft 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 authorized and approved. The President of the Board, any Vice President of the Board or any Authorized Board Representative may deliver any supplements or amendments to the Preliminary Official Statement that such officer determines are necessary or in the best interest of the Board. The President of the Board, any Vice President of the Board, and any Authorized Board Representative, or any one of them, are hereby authorized and directed to "deem final" said Preliminary Official Statement within the meaning of Rule 15c2-12 of the Securities and Exchange Act of 1934, as amended.

8. Official Statement. Prior to the delivery of the 2017 Intermediate Lien Bonds, the Board shall provide for the preparation, publication, execution and delivery of an Official Statement relating to the 2017 Intermediate Lien Bonds in substantially the form of the draft Preliminary Official Statement presented to this meeting. The President of the Board, any Vice President of the Board, and any Authorized Board Representative, or any one of them, are hereby authorized and directed to execute and deliver the final Official Statement in the name and on behalf of the Board, and to make any changes

or revisions thereto, including any supplements or amendments thereto, necessary in order for the final Official Statement to meet the obligations and requirements of the Board under the Purchase Contract and this Resolution or otherwise determined by the President of the Board, any Vice President of the Board, or any Authorized Board Representative to be in the best interest of the Board. 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 Preliminary Official Statement now before this meeting. The Underwriters are hereby authorized to distribute the Official Statement in either printed format or through electronic means in such final form.

9. Sale of 2017 Intermediate Lien Bonds. The Board hereby authorizes the sale of the 2017 Intermediate Lien Bonds through a negotiated sale to the Underwriters due to market and credit considerations. The President of the Board, any Vice President of the Board or any Authorized Board Representative is hereby authorized to approve the final terms of the sale of the 2017 Intermediate Lien Bonds subject to the terms, conditions and restrictions set forth in this Resolution. The 2017 Intermediate Lien Bonds, if sold to the Underwriters, shall be sold with an underwriters' discount and/or underwriting fee as set forth in the Purchase Contract, not to exceed thirty-five hundredths of one percent (0.35%) of the aggregate principal amount of the 2017 Intermediate Lien Bonds, and subject to the terms and conditions set forth in the Purchase Contract. The form, terms and provisions of the Purchase Contract now before this Board are in all respects approved, and each of the President of the Board, any Vice President of the Board and any Authorized Board Representative is hereby authorized and empowered, either alone or in combination, to execute and deliver the Purchase Contract, including counterparts thereof, in the name and on behalf of the Board. The Purchase Contract, as executed and delivered, shall be in substantially the form now before this meeting and hereby approved, with such changes therein as shall be approved by the officer or officers executing the same and by the Port Attorney or his 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 Purchase Contract now before this meeting; and from and after the execution and delivery of the Purchase Contract, the officers, agents and employees of the Board are hereby authorized, empowered and directed to do all such acts and things and to execute on behalf of the Board all such documents as may be necessary to carry out and comply with the provisions of the Purchase Contract.

10. Trustee and Escrow Agent. The Board hereby approves and ratifies the appointment of U.S. Bank National Association as Trustee under the terms of the Intermediate Lien Master Trust Indenture and the Third Supplement and as Escrow Agent under the terms of the Escrow Agreement.

11. Redemption and Defeasance Notices. Any Authorized Board Representative is hereby authorized and directed to deliver or cause to be delivered any notices required to be given in connection with the defeasance and redemption of the Prior Bonds.

12. Additional Authorization. The President of the Board and any Vice President of the Board, any Authorized Board Representative 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 or advisable to effect the issuance, execution (as appropriate) and delivery of the 2017 Intermediate Lien Bonds, the Documents, a tax and nonarbitrage certificate, the Preliminary Official Statement and final Official Statement and the Purchase Contract and to carry out the terms thereof. In addition, said persons are further authorized to take all actions and execute any and all documents necessary or advisable to arrange for Credit Enhancement for some or all of the 2017 Intermediate Lien Bonds (including any debt service reserve surety bond), if such Credit Enhancement will, upon the advice of the Port's financial advisor, result in true interest cost or other savings. 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 before or after delivery of the 2017 Intermediate Lien Bonds in order to carry out the authority conferred or contemplated by this Resolution, the Third Supplement and the Intermediate Lien Master Trust Indenture. The foregoing authorization includes, without limitation, authority for an Authorized Board Representative to cause not more than \$50,000,000 of Port moneys to be deposited in one or more accounts within the Escrow Fund and to pay other costs and expenses associated with the transactions contemplated by this Resolution. The Port money deposited in the Escrow Fund, when combined with that portion of the proceeds of the 2017 Intermediate Lien Bonds specified in the Third Supplement and the transfer to the Escrow Fund of all remaining moneys held by the Trustee with respect to the Prior Bonds, is intended to be sufficient to defease the Prior Bonds, all as described in the Escrow Agreement.

13. Investments. The Authorized Board Representatives, and each one of them acting alone or in combination, are hereby authorized, for and in the name and on behalf of the Board, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents, whether before or after the issuance of the 2017 Intermediate Lien Bonds, including but not limited to those described in the various documents and instruments herein approved, that they, or any of them, may deem necessary or advisable and in the best interest of the Board: (a) for the execution of any short-term or long-term investments and/or investment agreements authorized as "Permitted Investments" under the Intermediate Lien Master Trust Indenture with respect to the investment of moneys held in any funds and accounts under the Third Supplement or the Escrow Agreement, and (b) otherwise to accomplish the purposes described in this paragraph

or in the documents approved in accordance with this paragraph, and to accomplish the transactions contemplated in this paragraph, including, but not limited to, entering into appropriate agreements with a broker to select any such investment vehicles.

14. 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.

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

16. Ratification. Any and all acts and things heretofore taken or done by any Authorized Board Representative or any other officer or agent of the Board or their representatives in furtherance of the resolutions set forth herein are hereby ratified, adopted, confirmed, and approved in their entirety.

17. 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 agreements 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.

18. 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 June 8, 2017

Passed by the following vote:

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

Noes: 0

GP [Signature]

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 17-41

**RESOLUTION APPROVING EXTENSIONS OF THE
TRANSPORTATION NETWORK COMPANY COMMERCIAL GROUND
TRANSPORTATION NON-EXCLUSIVE OPERATING PERMITS
WITH RASIER-CA, LLC (DBA UBER), LYFT, INC., AND
TICKENGO, INC. (DBA WINGZ).**

WHEREAS, the Board has reviewed and evaluated the Agenda Report Item No. 6.1 dated June 8, 2017 relating to the Rules and Regulations for Oakland International Airport ("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, during the Board meeting on June 8, 2017, the Board deferred adoption of the amended and restated Rules and Regulations for Oakland International Airport, but approved extensions of the existing Transportation Network Company Commercial Ground Transportation Non-Exclusive Operating Permits through October 31, 2017 to allow for sufficient time for further consideration of proposed modifications to the Rules and Regulations for Oakland International Airport, as provided under one of the options in the Agenda Report; 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. The Board hereby approves the terms of, and authorizes the Executive Director to execute, extensions of the Transportation Network Company Commercial Ground Transportation Non-Exclusive Operating Permits with **Rasier-CA, LLC (dba Uber), Lyft, Inc., and Tickengo, Inc. (dba Wingz)** through October 31, 2017, provided that such extensions are approved as to form and legality by the Port Attorney.

Section 2. The Board hereby directs staff to report to the Board in September 2017 with further detail and explanation regarding the proposed changes to provisions governing ground transportation at Oakland International Airport so that the Board may be adequately

informed prior to taking action on the entire amended and restated Rules and Regulations for Oakland International Airport in October 2017.

Section 3. The Board hereby finds and determines that this action is categorically exempt from the requirements of the California Environmental Quality Act ("CEQA") pursuant to CEQA Guidelines Section 15301, which exempts the operation, repair, maintenance, permitting, leasing, licensing, or minor alteration of existing public or 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 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 the 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 June 8, 2017

Passed by the following vote:

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

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 17-42

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AN AGREEMENT WITH MICHAEL R. MCCLINTOCK & CO. FOR A PERIOD OF FIVE YEARS AT A TOTAL AMOUNT NOT TO EXCEED \$250,000 TO PROVIDE FORUM FACILITATOR AND ADMINISTRATIVE SERVICES TO THE OAKLAND AIRPORT/COMMUNITY NOISE MANAGEMENT FORUM.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report for Agenda Item No. 6.3, dated June 8, 2017, 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 Agreement with Michael R. McClintock & Co. 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 Michael R. McClintock & Co.

SECTION 2. The Board hereby:

A. Approves an Agreement with Michael R. McClintock & Co. to provide forum facilitator and administrative services to the Oakland Airport/Community Noise Management Forum for five (5) years for an amount not to exceed \$250,000, as further described in the Agenda Report.

B. Authorizes the Executive Director or his designee to execute such Agreement, and any related documents or agreements, to effectuate the approval, provided that such documents or agreements 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 Board. 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 June 8, 2017

Passed by the following vote:

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

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 17-43

RESOLUTION APPROVING AND AUTHORIZING ADDITIONAL PROJECT BUDGET IN THE AMOUNT OF \$3,755,000; AUTHORIZING THE DIRECTOR OF ENGINEERING TO APPROVE THE PROJECT MANUAL AND PLANS; AND AUTHORIZING THE EXECUTIVE DIRECTOR TO AWARD A CONTRACT TO THE LOWEST RESPONSIBLE RESPONSIVE BIDDER IN TOTAL AGGREGATE AMOUNT NOT TO EXCEED \$6,298,906 FOR THE CONSTRUCTION OF CHECKED BAGGAGE INSPECTION SYSTEM TO SUPPORT EXPLOSIVE DETECTION SYSTEM RECAPITALIZATION AT OAKLAND INTERNATIONAL AIRPORT.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.4 dated June 8, 2017 ("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 additional project budget for the **Construction of Checked Baggage Inspection System to Support Explosives Detection System Recapitalization at Terminal 2, Oakland International Airport** ("TSA Recapitalization Project") in an amount not to exceed \$3,755,000.

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.

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.

E. The proposed actions to approve additional project budget, award the TSA Recapitalization Project and enter into a modified Other Transaction Agreement with the Transportation Security Agreement were reviewed in accordance with the requirements of the California Environmental Quality Act ("CEQA") and the Port CEQA Guidelines. Because the proposed actions will not result in a physical change to the environment, the action is not a "project" under CEQA and is not subject to CEQA.

SECTION 2. The Board hereby approves the following:

A. Authorizing additional project budget for the **TSA Recapitalization Project** in an amount not to exceed \$3,755,000.

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

C. Award of a contract for construction of the **TSA Recapitalization Project** to the lowest responsible responsive bidder, Silman Venture Corporation dba Silman Construction in a total aggregate amount not to exceed \$6,298,906.

D. 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.

E. Authorizing execution of a modified Other Transaction Agreement with the Transportation Security Administration ("TSA OTA") for an amount of \$8,494,004 to reimburse the Port for the allowable costs associated with the **TSA Recapitalization Project**.

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, Silman Venture Corporation dba Silman Construction in a total aggregate amount not to exceed \$6,298,906.

C. Execute a modified TSA OTA for an amount of \$8,494,004 to reimburse the Port for the allowable costs associated with the **TSA Recapitalization Project**.

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. 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.

D. 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 8, 2017

Passed by the following vote:

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

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 17-44

**RESOLUTION AUTHORIZING ADDITIONAL PROJECT BUDGET,
APPROVING A SUPPLEMENTAL AGREEMENT TO INCREASE
MAXIMUM COMPENSATION AND AMEND SCOPE OF WORK OF
THE AGREEMENT WITH WOOD ROGERS, INC. FOR TWO-
DIMENSIONAL FLOODPLAIN MODELING OF OAKLAND
AIRPORT, AND APPLYING FOR AND ACCEPTING GRANT
FUNDING FROM THE CALIFORNIA OFFICE OF EMERGENCY
SERVICES FOR THE AIRPORT PERIMETER DIKE PROJECT.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.5 dated June 8, 2017 ("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 September 30, 2015, the Executive Director entered into a Professional Services Agreement with Wood Rodgers, Inc. ("Wood Rodgers") to assist with the modeling and appeal of the Preliminary FIRMs, at a maximum compensation not to exceed \$149,920 (the "Agreement"), which was supplemented as approved by the Board at the May 26, 2016 Board meeting; 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. The Agreement with Wood Rodgers, as supplemented, 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 continue to secure such services from Wood Rodgers.

B. It is in the best interest of the Port to authorize and approve an increase in the Airport Perimeter Dike Project ("APD Project") budget of \$776,000 for a total project budget of \$2,886,090.

C. It is in the best interest of the Port to approve the submittal of grant applications to the California Office of Emergency Services ("CALOES") in an amount up to \$3,000,000 for all eligible work associated with the construction of the APD Project.

D. The proposed project to rehabilitate Runway 12-30 was reviewed in accordance with the requirements of CEQA. Projects that restore or rehabilitate deteriorated or damaged structures, facilities, or mechanical equipment to meet current standards of public health and safety are exempt from the provisions of CEQA pursuant to CEQA Guidelines Sections 15301, Existing Facilities. The Port has determined that the proposed project meets this exemption and will not have a significant effect on the environment.

SECTION 2. The Board hereby:

A. Approves an increase in the APD Project budget of \$776,000 for a total project budget of \$2,886,090.

B. Approves the submission of applications and acceptance of grants from the CALOES in an amount up to \$3,000,000 for all eligible work associated with the construction of the APD Project.

C. Authorizes the Executive Director to submit and accept CALOES grants on behalf of said Board, and to execute and submit all documents which may be necessary or convenient to complete said applications when said Grant Offers are released, up to the amount of \$3,000,000. The Secretary is hereby authorized and directed to attest to the execution of such grant agreements, if deemed necessary.

D. Approves a Supplemental Agreement with Wood Rodgers to assist with the preparation of two-dimensional floodplain modeling to increase maximum compensation by \$85,000 to a total maximum compensation not to exceed \$264,920, and as further described in the Agenda Report.

C. Authorizes the Executive Director or his designee to execute such Supplemental Agreement, and any related documents or agreements, to effectuate the approval, provided that such documents or agreements 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 Board. 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.

At the regular meeting held on June 8, 2017

Passed by the following vote:

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

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 17-45

RESOLUTION AUTHORIZING THE DIRECTOR OF ENGINEERING TO APPROVE THE PROJECT MANUAL AND PLANS AND WAIVE STANDARD BIDDING PROCEDURES FOR CONSTRUCTION OF A SERVICE ANIMAL RELIEF AREA, TERMINAL 2, AT THE OAKLAND INTERNATIONAL AIRPORT.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.6 dated June 8, 2017 ("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. The Port's Small Business Utilization ("SB" or "Small Business") Program encourages small contractors to develop the capacity to perform public works contracts on a competitive basis, thereby increasing the pool of competitive contractors for future Port contracts.

B. It is in the best interest of the Port to accomplish the project for **the Construction of the Service Animal Relief Area, Terminal 2, Oakland International Airport ("Relief Area Project")** without standard bidding procedures and to include it in the Port's Small Business Program.

C. If staff is unable to identify at least three (3) willing and able SBE contractors, or bids exceed the estimated budgeted amount, it is in the best interest of the Port to waive standard bidding and authorize the Executive Director to negotiate either a change order or a technical service order with a qualified contractor currently under contract with the Port for the **Relief Area Project**.

D. 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.

E. Pursuant to 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. Delegation of authority to the Director of Engineering to approve the Plans and Project Manual for the **Relief Area Project**.

B. Waiving standard bidding procedures for the **Relief Area Project**, if staff is able to identify at least three (3) Port-certified Small Business Enterprise (SBE) contractors willing and able to bid on this project, and

C. Advertising for bids for the **Relief Area Project**.

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

A. Waive standard bidding procedures and solicit bids from Port-certified SBE contractors.

B. If the Port does not receive any responsive, responsible bids from Port-certified SBE contractors, then the Executive Director is authorized to negotiate either a change order or a technical service order with a qualified contractor currently under contract with the Port.

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 **On Call Electrical Work 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 executed of said contract.

SECTION 5. In accordance with the requirements of the California Environmental Quality Act ("CEQA") and the Port CEQA Guidelines, the service animal relief area construction project has been determined to be categorically exempt from CEQA Guidelines pursuant to Section 15301,

Existing Facilities, which exempts the operation, repair, maintenance, permitting, leasing, licensing, or minor alteration of existing public or 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 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 8, 2017

Passed by the following vote:

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

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 17-46

**RESOLUTION AUTHORIZING AND APPROVING A
PROFESSIONAL SERVICES AGREEMENT WITH G&G RISK
MANAGEMENT CONSULTANTS FOR SAFETY SERVICES FOR THE
OWNER CONTROLLED INSURANCE PROGRAM.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item No. 6.7 dated June 8, 2017 ("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, Port staff issued and formally advertised a Request for Proposals to solicit proposals for safety services relating to the Owner Controlled Insurance Program ("OCIP Safety Services"); 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. The Board hereby finds and determines that:

A. This project was reviewed in accordance with the California Environmental Quality Act (CEQA) and CEQA Guidelines. Because it can be seen with certainty that renewing OCIP safety services will not result in a physical change in the environment, the action is not a "Project" under CEQA and is not subject to CEQA.

B. The proposed professional services agreement with G&G Risk Management Consultants, Inc. ("G&G") 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 G&G.

SECTION 2. The Board hereby:

A. Approves the execution of a professional services agreement with G&G for OCIP Safety Services, for a three (3) term and

for an amount not to exceed \$182,187, with the option to renew for two (2) additional years for an additional maximum compensation not to exceed \$121,458 for a total not to exceed amount of \$303,645, and as further described in the Agenda Report.

B. Authorizes the Executive Director to execute such agreement with G&G as specified above and in the Agenda Report, subject to approval 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 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 8, 2017

Passed by the following vote:

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

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 17-47

RESOLUTION AUTHORIZING THE WAIVER OF FORMAL COMPETITIVE PROCUREMENT PROCEDURES AND AUTHORIZING AN INCREASE TO THE CONTRACT AMOUNT FOR LABOR FINDERS INC. UP TO A MAXIMUM OF \$325,000 ANNUALLY THROUGH JUNE 30, 2020 AND AN INCREASE TO THE CONTRACT AMOUNT FOR WEST VALLEY STAFFING GROUP TO A MAXIMUM OF \$195,000 THROUGH JUNE 30, 2017.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report for Item 6.8 dated June 8, 2017 ("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, in December, 2015, and pursuant to a resolution, the Board authorized staff to enter into a contract with **Labor Finders, Inc.** ("**Labor Finders**") to provide specialized temporary staffing services for skilled trades for a maximum authorized amount of \$300,000 annually through June 30, 2020;

WHEREAS, in June, 2016, and pursuant to the Executive Director's contract authority, the Port entered into a contract with **West Valley Staffing Group** ("**West Valley**") to provide specialized temporary engineering, technology, accounting or administrative staffing services for a maximum authorized amount of \$150,000 through June 30, 2017;

WHEREAS, based on actual utilization rates for the current fiscal year, and based on anticipated future Port employee attrition, staff requests increases in the authorization amounts for **Labor Finders** and for **West Valley** to cover the Port's existing and anticipated staffing needs; 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 the testimony received, the Board hereby finds and determines that the contract with **Labor Finders** is a contract for services; that the performance of such services is in the public interest because of economy; and, that waiver of the Port's formal competitive procurement procedures and increasing **Labor Finders'** maximum contract amount to \$325,000 annually through the remainder of its contract which expires on June 30, 2020 is in the best interest of the Port and will enable the Port to continue to secure skilled trade services from **Labor Finders**.

Section 2. The Board hereby:

- A. Authorizes the execution of a supplemental purchase order/contract with **Labor Finders** and authorizes the increase of the supplemental purchase order/contract amount to a maximum of \$325,000 annually through the remainder of its contract which expires on June 30, 2020, as further described in the Agenda Report; and,
- B. Authorizes the Executive Director to execute such supplemental purchase order/contract, subject to its approval by the Port Attorney as to form and legality.

Section 3. Based upon the information contained in the Agenda Report and the testimony received, the Board hereby finds and determines that the contract with **West Valley** is a contract for services; that the services are of a professional, scientific or technical nature; that the services are temporary in nature; and, that waiver of the Port's formal competitive procurement procedures and increasing **West Valley's** maximum contract amount to \$195,000 through the remainder of its contract which expires on June 30, 2017 is in the best interest of the Port and will enable the Port to continue to secure skilled specialized services from **West Valley**.

Section 4. The Board hereby:

- A. Authorizes the execution of a supplemental purchase order/contract with **West Valley** and authorizes the increase of the supplemental purchase order/contract amount to a maximum \$195,000 through the remainder of its contract which expires on June 30, 2017, as further described in the Agenda Report; and,
- B. Authorizes the Executive Director to execute such supplemental purchase order/contract, subject to its approval by the Port Attorney as to form and legality.

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

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

At the regular meeting held on June 8, 2017

Passed by the following vote:

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

Noes: 0