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**BOARD OF PORT COMMISSIONERS  
CITY OF OAKLAND**

**RESOLUTION NO. 18-31**

**RESOLUTION APPROVING THE ASSIGNMENT AND  
TRANSFER OF THE SOLAR ENERGY SUPPLY AND LICENSE  
AGREEMENT BETWEEN THE PORT OF OAKLAND AND  
SUNEDISON, LLC TO SUN3 H3 HOLDINGS, LLC AND  
AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE  
THE AMENDMENT SUCH AGREEMENT TO REFLECT SUCH  
TRANSFER.**

**WHEREAS**, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item 2.2 dated April 26, 2018, 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;

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

**Section 1.** Based upon the Agenda Report and other information received, the Board hereby finds and determines as follows:

a) The Port of Oakland ("Port") and SunEdison, LLC ("SunEdison") are parties to that certain Solar Energy Supply and License Agreement dated June 21, 2006 and amended and restated on November 7, 2006 (the "Agreement");

b) The Agreement (i) granted to SunEdison a non-exclusive right to enter Port property to install, maintain, and operate a 750 Kilo-Watt photovoltaic system for the generation of solar energy, and (ii) required SunEdison to sell all the solar electricity generated from such system to the Port at prices negotiated in the Agreement;

c) In 2007, SunEdison assigned the Agreement to its wholly owned subsidiary, SunE POK1 Holdings, LLC, who assumed all of SunEdison's rights, title and interest in the Agreement;

d) In 2009, SunE POK1 Holdings, LLC merged with SunE WG17 San Diego, LLC and named the merged entity SunE H3 Holdings, LLC ("SunE H3");

e) In 2016, SunEdison filed for bankruptcy, and in 2017, Longroad Solar Portfolio Holdings, LLC ("Longroad Energy") acquired many of SunEdison's assets, including the management and control of SunE H3 and its rights and obligations under the Agreement;

f) The bankruptcy court approved the sale of SunEdison's assets to Longroad Energy, finding, among other things, that (i) SunEdison had established a sound business justification for the sale of certain of its assets, (ii) Longroad Energy was a good faith purchaser for value, (iii) the sale price was not controlled by an agreement among potential bidders, (iv) neither SunEdison nor Longroad Energy had engaged in any conduct that would cause or permit the purchase and sale of the assets to be avoided or result in the imposition of any costs or damages under the Bankruptcy Code, and (v) the sale needed to be approved and consummated promptly in order to preserve the value of the purchased assets;

g) The bankruptcy court's order was dated May 18, 2017, and the time for appeal has run without an appeal;

h) Neither the initial assignment from SunEdison to SunE POK1 Holdings, LLC nor the merger with SunE WG17 San Diego, LLC resulting in SunE H3 nor Longroad Energy's acquisition of SunE H3 have been approved by the Board, and Port staff and SunE H3 have agreed upon an amendment to the Agreement to recognize SunE H3 as the licensee and seller of the solar electricity under the Agreement; and

i) The assignments, transfers, and proposed amendment to the Agreement described in subsection h above are exempt from the requirements of the California Environmental Quality Act (CEQA) pursuant to Section 15301 "Existing Facilities" of the CEQA Guidelines which exempt 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. Approval of the assignments, transfers, and proposed amendment to the Agreement all fall within this exemption.

**Section 2.** The Board hereby approves the assignments, transfers and proposed amendment to the Agreement SunE H3 and authorizes the Executive Director to execute the proposed amendment to the Agreement and such documents as may be necessary to complete such assignments and transfers, subject to the 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 the other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on April 26, 2018

Passed by the following vote:

Ayes: Commissioners Colbruno, Cluver, Hamlin, Martinez, Yee and  
President Story – 6

Excused: Commissioner Butner – 1

Noes: 0



**BOARD OF PORT COMMISSIONERS  
CITY OF OAKLAND**

**RESOLUTION NO. 18-32**

**RESOLUTION APPROVING SUPPLEMENTAL TERMS AND CONDITIONS FOR THE 2018 FOOD AND BEVERAGE CONCESSIONS OPPORTUNITIES REQUEST FOR PROPOSALS AT OAKLAND INTERNATIONAL AIRPORT RELATING TO FIRST SOURCE REFERRAL AND NON-DISCRIMINATION AGAINST APPLICANTS WITH HISTORY WITH CRIMINAL JUSTICE SYSTEM IN THE EMPLOYMENT OF CONCESSION EMPLOYEES.**

**WHEREAS**, the Board of Port Commissioners ("**Board**") has reviewed and evaluated the Agenda Report Item 5.1, dated April 26, 2018 ("**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;

**WHEREAS**, the Board approved during its meeting of April 12, 2018 business terms and conditions for the 2018 Food and Beverage Concessions Opportunities Request for Proposals ("**RFP**") for the Oakland International Airport ("**Airport**") as outlined in the respective Agenda Report and authorized the Executive Director and Director of Aviation to draft, promulgate and issue the RFP, and also directed Port staff to report back with possible further terms and conditions for inclusion in the RFP relating to the recruitment and hiring of the employees working at the concessions; and

**WHEREAS**, the Board, in carrying out its power and duty to manage the business of the Port and promote the maritime and commercial interests, has a proprietary interest in assuring that a diverse and large pool of qualified applicants is available and recruited from to work as concession employees at the Oakland International Airport, and that qualified applicants are not discriminated against because of economic or other barriers to employment, residency in areas impacted by Port operations or history with the criminal justice system; therefore, be it

**RESOLVED**, in order to assure that a diverse and large pool of qualified applicants is available and recruited from to work as concession employees at the Airport, the Board finds that: (a) it is committed to non-discrimination and creating opportunities for

individuals who face barriers to employment, including those who have former involvement with the criminal justice system; (b) state and local fair chance hiring policies prohibit discrimination against qualified job applicants based upon their criminal history; (c) first-source referrals provides access to concession job applicants who are from areas impacted by Airport operations and those who face economic and other barriers to employment, (d) in furtherance of the Port's obligation to protect passengers, employees and other users of the Airport from security risks and individual who pose security risks, the Port has adopted policies, rules and regulations for an Airport access badging program that also incorporates federal Transportation Security Administration and the Customs and Border Patrol requirements ("**Badging Requirements**"); and (e) supplemental RFP terms and conditions are needed toward these goals in the management of the Airport Food and Beverage Concession Program; and be it

**FURTHER RESOLVED**, that the Board hereby approves the following terms and conditions of the RFP, in addition to those adopted by Resolution NO. 18-23 during the Board meeting of April 12, 2018:

(1) "First Source" Program: Airport concession employers shall commit to make a good faith effort to hire residents from the Port's local impact area and those who face barriers to employment and partner with local workforce development agencies as determined by the Port of Oakland in consultation with Revive Oakland Coalition, as referral sources to fulfill the hiring requirements. Employers will provide upfront notice of job openings and exclusively consider applicants from the agencies for a specified time period. This first source hiring program would be subject to any collective bargaining agreements and must comply with pre-existing Port policies. Employers will report quarterly on first source hiring compliance. Noncompliant employers will be subject to liquidated damages provisions of any concession agreement

(2) "Fair Chance Hiring Program": In addition to complying with state and federal fair chance hiring laws, including AB 1008, Airport concession employers with 2 or more employees may not inquire about or investigate an applicant's criminal history until a conditional offer of employment is made. Prior to conducting any background check, employers must provide the Port with any directly related convictions that exceed Badging Requirements. Employers may only consider convictions directly related to job requirements. Employers may not disqualify an applicant who has received a conditional offer of employment and meets the Badging Requirements based on prior criminal history that is not directly related to the job requirements; and be it



**FURTHER RESOLVED**, that supplemental and in addition to the authorization provided for in Resolution No. 18-23, the Board hereby authorizes the Executive Director and Director of Aviation to draft, promulgate and issue the RFP with terms, conditions, provisions and requirements consistent with this Resolution, and make such additions, modifications or corrections to the RFP as the Executive Director and Director of Aviation may deem necessary, provided that any such addition, modification or correction does not materially differ from the terms and conditions set forth in this Resolution; and be it

**FURTHER RESOLVED**, that the Board hereby finds and determines that the action taken herein is categorically exempt from requirements of 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 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. Approving the business terms and conditions for the 2018 Food and Beverage Concessions RFP does not change the use of the existing facility; 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 does not approve or authorize the execution of an agreement in connection with the 2018 Food and Beverage Concessions Opportunities RFP. Unless and until the Board has approved and authorized a separate written agreement, such agreement is duly executed on behalf of the Board as authorized by a future resolution, such agreement is signed and approved as to form and legality by the Port Attorney, and such agreement is delivered to the other contracting party, there shall be no valid or effective agreement; and be it

**FURTHER RESOLVED**, that in acting upon the matters contained herein, the Board has exercised its independent judgment based on substantial evidence in the record and adopts and relies upon the facts, data, analysis, and findings set forth in the Agenda Report and in related materials and in testimony received.

At the regular meeting held on April 26, 2018

Passed by the following vote:

Ayes: Commissioners Colbruno, Cluver, Hamlin, Martinez, Yee and President Story – 6

Excused: Commissioner Butner – 1

Noes: 0

**BOARD OF PORT COMMISSIONERS  
CITY OF OAKLAND**

**RESOLUTION NO. 18-33**

RESOLUTION (1) APPROVING AND AUTHORIZING DESIGN BUDGET OF \$490,000 FOR THE AIRPORT 12 EJECTOR STATION AND AIRPORT 15 EJECTOR STATION REHABILITATION PROJECT; (2) APPROVING AND AUTHORIZING PROJECT BUDGET FOR THE DESIGN AND CONSTRUCTION OF TERMINAL 1 RESTROOM SEWER LINE REPAIR IMPROVEMENTS; AND (3) DELEGATING AUTHORITY TO THE DIRECTOR OF ENGINEERING TO APPROVE THE PROJECT MANUAL AND PLANS FOR THE TERMINAL 1 RESTROOM SEWER LINE REPAIR IMPROVEMENTS AT OAKLAND INTERNATIONAL AIRPORT.

**WHEREAS**, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.1 dated April 26, 2018 ("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 authorize the Airport Ejector Station and Airport 15 Ejector 15 Station Rehabilitation Project at Oakland International Airport ("Ejector Station Project").

B. It is in the best interest of the Port to authorize the Design and Construction of Capital Improvements for the Terminal 1 Restroom Sewer Line Repair Project at Oakland International Airport ("Restroom Sewer Repair Project").

C. It is in the best interest of the Port to approve and authorize design project budget in the amount of \$490,000 for the Ejector Station Project.



D. It is in the best interest of the Port to approve and authorize design and construction project budget in the amount of \$433,000 for the **Restroom Sewer Repair Project**.

E. 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 of Oakland.

**SECTION 2.** The Board hereby approves the following:

A. The design project budget in the amount of \$490,000 for the **Ejector Station Project**.

B. The design and construction project budget in the amount of \$433,000 for the **Restroom Sewer Repair Project**.

C. Delegation of authority to the Director of Engineering to approve the Plans and Project Manual for **Restroom Sewer Repair Project**.

**SECTION 3.** The Board further finds that:

A. The Director of Engineering or his designee is authorized to approve the project manual and plans for the **Restroom Sewer Repair 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 execution of said contract.

**SECTION 5.** The Board hereby finds and determines that:

A. The proposed actions to approve the plans and project manual and approve budget was reviewed in accordance with the California Environmental Quality Act ("CEQA") and CEQA Guidelines.

B. CEQA Guidelines Section 15061(b)(3) states that CEQA applies only to activities that have a potential for causing a significant effect on the environment. The proposed actions will not result in a physical change to the environment, and therefore is exempt from CEQA and no further environmental review is required.



**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 April 26, 2018

Passed by the following vote:

Ayes: Commissioners Colbruno, Cluver, Hamlin, Martinez, Yee and  
President Story – 6  
Excused: Commissioner Butner – 1  
Noes: 0

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**BOARD OF PORT COMMISSIONERS  
CITY OF OAKLAND**

**RESOLUTION NO. 18-34**

**RESOLUTION APPROVING AND AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AN EXCLUSIVE NEGOTIATING AGREEMENT WITH ATHLETICS INVESTMENT GROUP LLC, DBA THE OAKLAND ATHLETICS, A CALIFORNIA LIMITED LIABILITY COMPANY, FOR A TERM OF ONE YEAR FOR A DEPOSIT AMOUNT OF \$100,000 FOR PROPERTY LOCATED AT 1 MARKET STREET, OAKLAND.**

**WHEREAS**, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report for Agenda Item 6.2, dated April 26, 2018 (the "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**, Section 706 of the Charter of the City of Oakland ("City") gives to the Board the complete and exclusive power and duty for and on behalf of the City to make provisions for the needs of commerce, shipping, and navigation of the Port and to promote the development, construction, and operation of all waterfront properties, including piers, wharves, sea walls, docks, and other improvements; and

**WHEREAS**, the proposed action will provide service for members of the public who use the waterfront, and is consistent with the Port's duty to use and manage Port property in trust for the people of the State of California (the "Tidelands Trust"), and the private use of Port property pursuant to the agreements will not interfere with the Tidelands Trust; now, therefore

**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 and authorizes the Executive Director to execute an Exclusive Negotiating Agreement with **Athletics Investment Group, LLC, dba the Oakland Athletics, a California Limited Liability Company**, for a term of one (1) year for a deposit amount of \$100,000 for property located at 1 Market Street, Oakland, as further described in the Agenda Report and subject to approval as to form and legality by the Port Attorney.



**SECTION 2.** Based upon the information contained in the Agenda Report and in testimony received, the Board finds and determines the following:

- A. The Port owns certain lands commonly referred to as the Charles P. Howard Terminal, Berths 67-68 ("Port Lands"), which are designated as a Port Priority Use Area pursuant to the "San Francisco Bay Area Seaport Plan" of the San Francisco Bay Conservation and Development Commission; and
- B. The Port Lands consist of granted lands and after-acquired lands that are subject to certain public trust limitations applicable to tidelands and submerged lands; and
- C. The Port is currently using the Port Lands for maritime support uses; and
- D. Athletics Investment Group, LLC, dba the Oakland Athletics, a California Limited Liability Company ("Developer") now wish to enter into an Exclusive Negotiating Agreement to negotiate the form of a potential option agreement with attached forms for ground lease and other negotiated transaction documents that would allow Developer to develop and operate all or a portion of the Port Lands as a world-class waterfront ballpark and to develop beneficial and related ancillary uses; and
- E. The proposed approval is exempt from the requirements of the California Environmental Quality Act ("CEQA") pursuant to CEQA Guidelines Section 15061(b)(3) because it can be seen with certainty that there is no possibility the proposed agreement and activity in question may have a significant effect on the environment since it does not bind or commit either party to a future course of action, does not include the approval of any project for the site, and does not include the approval of any change in land use pattern for the site.

**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.

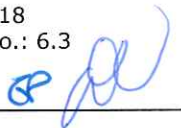
At the regular meeting held on April 26, 2018

Passed by the following vote:

Ayes: Commissioners Colbruno, Cluver, Hamlin, Martinez, Yee and President Story – 6

Excused: Commissioner Butner – 1

Noes: 0



**BOARD OF PORT COMMISSIONERS  
CITY OF OAKLAND**

**RESOLUTION NO. 18-35**

**RESOLUTION APPROVING AND AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AN AGREEMENT WITH DAVILLIER-SLOAN, INC. FOR MARITIME AND AVIATION PROJECT LABOR AGREEMENT (MAPLA) CONSULTING SERVICES FOR A TERM OF THREE (3) YEARS WITH TWO (2) ONE-YEAR OPTIONS, FOR A TOTAL AMOUNT NOT TO EXCEED \$1,177,000.**

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**WHEREAS**, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report for Agenda Item 6.3, dated April 26, 2018 (the "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.** The Board hereby approves and authorizes the Executive Director to execute an agreement with **Davillier-Sloan, Inc.** for Maritime and Aviation Project Labor Agreement Consulting Services for a term of three years with two, one-year options for a total amount not to exceed \$1,177,000, subject to approval as to form and legality by the Port Attorney, and as further described in the Agenda Report.

**SECTION 2.** Based upon the information contained in the Agenda Report and in testimony received, the Board finds and determines the following:

- A. The proposed assignment is exempt from the requirements of the California Environmental Quality Act ("CEQA") pursuant to CEQA Guidelines Section 15061(b)(3), which states that CEQA applies only to activities that have a potential for causing a significant effect on the environment, and the requested action will not result in a physical change in the environment.



- B. The proposed agreement is for the performance of services of a professional nature and is 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 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 April 26, 2018

Passed by the following vote:

Ayes: Commissioners Colbruno, Martinez, Yee and President Story – 4

Excused: Commissioners Butner and Hamlin – 2

Recused: Commissioner Cluver – 1

Noes: 0