

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 18-53

**RESOLUTION APPROVING AND AUTHORIZING
SETTLEMENT OF THE PORT OF OAKLAND'S CLAIM
AGAINST AVIATION PORT SERVICES, L.L.C. FOR
FAILURE TO REPLENISH ITS \$100,000
PERFORMANCE DEPOSIT AND APPROVING A FIVE-
MONTH PAYMENT PLAN TO REPLENISH THE
PERFORMANCE DEPOSIT**

WHEREAS, Aviation Port Services, L.L.C. ("APS") began to late pay its fixed rent and percentage of gross receipts, with a delinquency in excess of \$300,000, and, as a result, the Port liquidated APS's \$100,000 Performance Deposit; and

WHEREAS, APS has pay all delinquent invoices, with the exception of the replenishment of the \$100,000 Performance Deposit; 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 a Settlement Agreement incorporating a five month payment plan starting on July 1, 2018 for \$20,000 each month until the full \$100,000 Performance Deposit is paid in full on November 1, 2018, subject to approval by the Port Attorney as to form and legality; 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 the other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on June 28, 2018

Passed by the following vote:

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

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 18-54

**AUTHORIZING THE EXECUTIVE DIRECTOR TO
ENTER INTO A MEMORANDUM OF UNDERSTANDING
WITH THE EAST BAY MUNICIPAL UTILITY
DISTRICT FOR THE PROVISION OF FIRE AND
DOMESTIC WATER SERVICE WITHIN THE SEAPORT
AREA.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item 2.1 dated June 28, 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. The Board hereby finds and determines as follows:

- a. Domestic water service is currently provided to various end-users on various portions of land within the Seaport Area by way of an existing system of water infrastructure within the Seaport Area (collectively, the "Existing Water Infrastructure"), and certain portions of such Existing Water Infrastructure are owned, operated and maintained by EBMUD (the "EBMUD's Water Infrastructure").

- b. The Port also owns and operates certain existing private fire water delivery and distribution infrastructure within the Seaport Area (the "Port Fire Water Infrastructure"), and both EBMUD's Water Infrastructure and the Port Fire Water Infrastructure currently cross and serve Leasehold Properties across multiple Alameda County (County) Assessor Parcel Numbers (APNs) within the Seaport Area.
- c. EBMUD's Regulations Governing Water Service to Customers ("Regulations") requires certain structures within a premise to be separately metered for fire and domestic water service, and EBMUD's Regulations grants to EBMUD a certain amount of discretion to determine what constitutes a "premise."
- d. EBMUD and the Port wish to enter into a Memorandum of Understanding for purposes of providing domestic water and fire water service to the Leasehold Properties and other Port-owned lands within the Seaport Area in a consistent manner that complies with the District's Regulations, while at the same time recognizing the uniqueness of the property rights within the Seaport Area.

Section 2. The Board further finds and declares that the approval of the proposed Memorandum of Understanding was reviewed in accordance with the requirements of the California Environmental Quality Act ("CEQA") and the Port CEQA Guidelines. The general rule in Section 15061(b)(3) of the CEQA Guidelines states that CEQA applies only to activities that have a potential for causing a significant effect on the environment. It can be seen with certainty that there is no possibility that a Memorandum of Understanding agreeing to a standard method for EBMUD to determine what constitutes a single "Premises" for purposes of providing domestic water and fire water service will result in a physical change in the environment. Projects to build domestic water or fire water infrastructure would be subject to environmental review when they are proposed for implementation. Therefore, this action is not subject to CEQA and no further environmental review is required.

Section 3. The Board hereby authorizes the Executive Director to enter into a Memorandum of Understanding with EBMUD as described in the Agenda Report and containing the following major provisions:

- a. EBMUD will treat the property within the boundaries of any leasehold premises within the Seaport Area as a single

"premise" for purposes of applying EBMUD's Regulations to new or expanded domestic or fire water service.

- b. The Port will be the applicant for service for fire water services when the fire water service serves more than one Leasehold Property and the District agrees to treat the services provided as being in a single Premise.
- c. Each new structure that requires domestic water service will be individually metered as determined by the EBMUD.
- d. Any structures (new or existing) that do not require water service under local or state laws or regulations governing the occupancy of such structures (each an "Exempt Structure") will not be required to be individually metered.
- e. Any existing structure built before 2010 that is modified or expanded such that there is no net increase in domestic water demand and any structure that is a temporary, non-permanent portable structure will not be required to be individually metered.
- f. The Port must notify EBMUD prior to the issuance of a Port development permit of any new construction or renovation, and EBMUD must determine within 60 days of such notice whether a new meter or modified meter will be required.
- g. In the unlikely event the Port sells or transfers land to a third-party, the Port will be required to notify the EBMUD of the sale and the New Owner that it would be required to comply with EBMUD's regulation which may involve applying for a new connection, disconnecting from other existing Port connections, or paying EBMUD's water connection fees.
- h. The Port agrees to indemnify, defend, and hold EBMUD harmless from claims where (A) the Port sells or transfers land within the Seaport Area that received domestic water or fire service as a result of EBMUD's waiver of its Regulations pursuant to this MOU, and (B) EBMUD's refusal or termination of service is based on the new owner's failure or refusal to obtain water service from EBMUD in compliance with the Regulations.
- i. The term of this MOU is 10 years.

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 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 28, 2018

Passed by the following vote:

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

Excused: Commissioner Hamlin - 1

Noes: 0

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**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 18-55

**RESOLUTION APPROVING BUILDING PERMIT
REQUESTED BY SOUTHWEST AIRLINES.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Item No. 2.2 - the Summary Sheet for Permit Application (Port Permit No. 5191) dated June 13, 2018 - 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 the Applicant for a building permit to perform certain work at the Premises, 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 approves the building permit for the following work:

- A. Applicant: **Southwest Airlines**
- B. Premises: 1 Airport Drive, Terminal 2 (extension lower level), Oakland, California
- C. Estimated Cost: \$175,000.00
- D. Work: Remodel of Applicant's space on the first floor of Terminal 2, near Gate 30, for expansion of Applicant's Line MX space supporting ramp maintenance operations. The work will include about 5,600 square feet of office, breakroom, and training space. The work includes modification of interior partition walls, upgrade/replacement of finish materials, cabinetry, and related electrical and data work.

E. Sustainability: This project is limited to interior tenant improvements and will follow current Green Building and Energy Codes as enforced by the City of Oakland, as well as requirements applicable to construction debris recycling. No other sustainability measures are being considered outside the scope of this project.

SECTION 2. The Board hereby finds and determines that the work to be performed under this building permit is categorically exempt from the requirements of the California Environmental Quality Act ("CEQA") and the Port CEQA Guidelines under Section 15301, Class 1(a), which exempts projects involving interior alterations to existing facilities involving negligible or no expansion of an existing use.

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 28, 2018

Passed by the following vote:

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

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 18-56

**RESOLUTION APPROVING BUILDING PERMIT
REQUESTED BY CENTERPOINT PROPERTIES.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Item No. 2.3 - the Summary Sheet for Permit Application (Port Permit No. 5198) dated June 13, 2018 - 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 the Applicant for a building permit to perform certain work at the Premises, 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 approves the building permit for the following work:

- A. Applicant: **CenterPoint Properties**
- B. Premises: 1300 Maritime Street, Oakland, California
- C. Estimated Cost: \$5,000,000.00
- D. Work: Initial site clearing and preparation for the future development project, which will be subject to a separate permit. The work will include abatement and demolition of the two existing buildings (762 and 780), ground surface demolition to remove paving and other miscellaneous improvements, and ground surface improvements to prepare the soil for construction, including distributing the soil stockpile for surcharging.

E. Sustainability: This project will comply with the City of Oakland Construction and Demolition Debris Ordinance for all debris removed from the site. All paving and soil will be saved on site for reuse. Other sustainability measures are being considered for the next phase of the project.

SECTION 2. The Board hereby finds and determines that the work to be performed under this building permit complies with the California Environmental Quality Act ("CEQA") and the Port CEQA Guidelines because it is consistent in location, size, scale, and development type with the project analyzed in the 2002 Oakland Army Base Redevelopment Plan Environmental Impact Report, as addended, as well as with the CenterPoint project approved on November 30, 2017 through Port Ordinance No. 4448. The Board finds and determines that the work to be performed under this building permit does not result in any changes to the previously approved project and does not trigger any of the conditions set forth in Section 15162 of the CEQA Guidelines, and therefore no further CEQA review is required. The Board also finds and determines that the work complies with the 2012 Standard Conditions of Approval / Mitigation Monitoring and Reporting Program ("SCA/MMRP") for the Oakland Army Base adopted by the Board on June 21, 2012 through Port Resolution No. 12-76.

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 28, 2018

Passed by the following vote:

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

Excused: Commissioner Hamlin - 1

Noes: 0



**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 18-57

**RESOLUTION APPROVING BUILDING PERMIT
REQUESTED BY SECURITY POINT MEDIA.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Item No. 2.4 - the Summary Sheet for Permit Application (Port Permit No. 5201) dated June 13, 2018 - 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 the Applicant for a building permit to perform certain work at the Premises, 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 approves the building permit for the following work:

A. Applicant: **Security Point Media**

B. Premises: 1 Airport Drive, Terminal 2, Security Checkpoint, Oakland, California

C. Estimated Cost: \$280,000.00

- D. Work: Addition of decorative features in the Terminal 2 security checkpoint space, including installation of a living "green wall" on the back wall between the checkpoint and the concourse, extension of the parapets on each site to accommodate sky/cloud graphics, installation of hanging cloud forms over the space, and installation of water stations. The installation is being sponsored by Kaiser to support its "Thrive" campaign and will include some letter graphics.
- E. Sustainability: This project is limited to interior tenant improvements and will follow current Green Building and Energy Codes as enforced by the City of Oakland, as well as requirements applicable to construction debris recycling. The "green wall" brings living plants inside and will improve interior air quality.

SECTION 2. The Board hereby finds and determines that the work to be performed under this building permit is categorically exempt from the requirements of the California Environmental Quality Act ("CEQA") and the Port CEQA Guidelines under Section 15301, Class 1(a), which exempts projects involving interior alterations to existing facilities involving negligible or no expansion of an existing use.

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 28, 2018

Passed by the following vote:

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

Excused: Commissioner Hamlin - 1

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 18-58

**RESOLUTION APPROVING THE ANNUAL OPERATING
AND CAPITAL BUDGETS FOR THE FISCAL YEAR
ENDING JUNE 30, 2019.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Board Agenda Report Item No. 4.1, dated June 28, 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, there has been presented to the Board a proposed Operating Budget for the Fiscal Year 2018-2019 (the "FY 19 Operating Budget") and a proposed Capital Budget for the Fiscal Year 2018-2019 (the "FY 19 Capital Budget") as set forth in the Budget Summary presented to the Board on June 28, 2018; now, therefore, be it

RESOLVED, that the Board hereby adopts and approves the FY 19 Operating Budget, and hereby authorizes the payment of operating expenses, interest expenses and other expenses, and the payment of debt service of the Port as described in the Budget Summary attached as Attachment A to the Agenda Report; subject, as may be appropriate, to subsequent Board authorization of particular contracts for certain of such expenditures, as required by Port Ordinance 4321 (as amended), the Charter of the City of Oakland ("City Charter") and other requirements of the Board; and further subject, with respect to Lake Merritt and General Services payments to the City of Oakland, to the Board's determination of sufficient monies available to make such payments pursuant to applicable provisions of the City Charter, as well as receipt by the Port of sufficient documentation to make such payments; and be it

FURTHER RESOLVED, that the Board hereby adopts and approves the FY 19 Capital Budget, and hereby authorizes the payment of approximately \$34.7 million of total capital expenses as provided in the FY 19 Capital Budget and as described in the Budget Summary; subject, as may be appropriate, to subsequent Board authorization of particular contracts for certain of such expenditures, as required by Port Ordinance 4321 (as amended), the City Charter and other requirements of the Board; and, be it

FURTHER RESOLVED, that the Board hereby directs Port staff to submit to the Board monthly variance reports with respect to the FY 19 Operating Budget and quarterly variance reports with respect to the FY 19 Capital Budget; and be it

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

FURTHER RESOLVED, that the Board hereby authorizes the Executive Director to take all necessary and appropriate actions to carry out the above actions; and be it

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

At the regular meeting held on June 28, 2018

Passed by the following vote:

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

Excused: Commissioner Hamlin - 1

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 18-59

RESOLUTION AUTHORIZING THE PLACEMENT OF A POLLUTION LEGAL LIABILITY INSURANCE POLICY WITH BEAZLEY INSURANCE FOR THE PORT OF OAKLAND'S PORTION OF THE FORMER OAKLAND ARMY BASE AND SELECT ADJOINING AREAS, ARRANGED AND PAID THROUGH ALLIANT INSURANCE SERVICES, IN AN AMOUNT NOT TO EXCEED \$250,000 FOR A 5-YEAR TERM COMMENCING AUGUST 7, 2018, TO AUGUST 7, 2023, TO REPLACE AN EXPIRING POLICY.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Board Agenda Report Item No. 4.2, dated June 28, 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; now, therefore, be it

RESOLVED, 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 be it

FURTHER RESOLVED, that the Board hereby authorizes the placement of a pollution legal liability insurance policy with Beazley Insurance for the Port's portion of the former Oakland Army Base and select adjoining areas, arranged and paid through Alliant Insurance Services, in an amount not to exceed \$250,000 for a 5-year term commencing August 7, 2018, to August 7, 2023, to replace an expiring policy which policy shall be subject to the Port Attorney's review as to form and legality; and be it

FURTHER RESOLVED, that the Board finds that the renewal of Port insurance policies as described herein was reviewed in accordance with the requirements of the California Environmental Air Quality Act ("CEQA"), and the Port CEQA Guidelines. The general rule in Section 15061(b)(3) of the CEQA Guidelines states that CEQA applies only to activities that have a potential for causing a significant effect on the environment. It can be seen with certainty that there is no possibility that taking the actions related to the Port's insurance program will result in a physical change in the environment, and, therefore, they are not subject to CEQA and no further environmental review is required; and be it

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

At the regular meeting held on June 28, 2018

Passed by the following vote:

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

Excused: Commissioner Hamlin - 1

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 18-60

**RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO
EXTEND THE CONTRACT FOR SECURITY SERVICES AT MIDDLE
HARBOR SHORELINE PARK WITH ABC SECURITY SERVICES,
INC. THROUGH JUNE 30, 2019.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item No. 6.4, dated December 14, 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, in December 2014 following a competitive selection process, the Board authorized execution of an agreement with **ABC Security Services, Inc. ("ABC")** for a total amount not to exceed \$600,000 for unarmed security services at Middle Harbor Shoreline Park with a current expiration date of July 1, 2018 ("Agreement"); 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 proposed extension of the Agreement with **ABC** involves an agreement for services of a professional, technical nature that are temporary in nature and that is in the best interest of the Port to continue to secure such services from **ABC**.

B. The proposed extension of the Agreement with **ABC** has been reviewed in accordance with the California Environmental Quality Act ("CEQA") and CEQA Guidelines. The general rule in Section 15061(b)(3) of the Guidelines states that CEQA applies only to activities that have a potential for causing a significant effect on the

environment. Because it can be seen with certainty that there is no possibility that the proposed extension of the **ABC** Agreement may have a significant effect on the environment, the action is not a "Project" under CEQA, and is not subject to CEQA under the General Rule Exclusion. No further review of this action under CEQA is required.

SECTION 2. The Board hereby:

A. Approves a Supplemental Agreement with **ABC** to extend the Agreement with a term ending no later than June 30, 2019, with a cost for the extended term that shall not exceed \$220,000, and as further described in the Agenda Report.

B. Authorizes the Executive Director to (i) execute such Supplemental Agreement described herein and in the Agenda Report, subject to approval of all documents as to form and legality by the Port Attorney and (ii) make such additions, modifications, or corrections as necessary to implement the Agreement or to correct errors, subject to the limitations set forth herein and provided that any such addition, modification or correction does not materially differ from the terms and conditions set forth herein and in the Agenda Report.

SECTION 3. This resolution is not evidence of and does not create or constitute (a) a contract, or the grant of any right, entitlement or property interest, or (b) any obligation or liability on the part of the Board or any officer or employee of the Board. Unless and until a separate written agreement is duly executed on behalf of the Board as authorized by this resolution, is signed as approved as to form and legality by the Port Attorney, and is delivered to other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on June 28, 2018

Passed by the following vote:

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

Excused: Commissioner Hamlin - 1

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 18-61

**RESOLUTION APPROVING AND AUTHORIZING THE
EXECUTIVE DIRECTOR TO ENTER INTO AN
AGREEMENT WITH NETXPPTS, INC. TO PROVIDE
CISCO SMART NET MAINTENANCE AND SUPPORT FOR
FIVE YEARS IN THE AMOUNT NOT TO EXCEED
\$448,003.25.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report for Agenda Item No. 6.5, dated June 28, 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, 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 in testimony received, the Board finds and determines that the requested action is exempt from the California Environmental Quality Act ("CEQA") under the general rule exclusion under Section 15061(b)(3) of the CEQA Guidelines because it can be seen with certainty that entering into the requested agreement will not have a significant effect on the environment and therefore is not a "project" under CEQA.

Section 2. The Board hereby approves and authorizes the Executive Director to enter into an agreement with **NetXperts, Inc.** to provide Cisco Smart Net maintenance and support for five years for a total cost not to exceed \$448,003.25, as further described in the Agenda Report and provided that all 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 28, 2018

Passed by the following vote:

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

Excused: Commissioner Hamlin - 1

Noes: 0

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**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 18-62

RESOLUTION APPROVING RETENTION OF THE LAW FIRMS AND CONSULTING FIRMS DESCRIBED ON THE ATTACHED ATTACHMENT A IN CONNECTION WITH WORK DESCRIBED THEREIN AT A TOTAL INITIAL CUMULATIVE COMPENSATION NOT TO EXCEED \$5,895,000 FOR FISCAL YEAR 2018-19 SUBJECT TO ADJUSTMENT PURSUANT TO THE PORT ATTORNEY'S CONTRACTING AUTHORITY.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item 6.6 dated June 28, 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;

WHEREAS, during its Board meeting of May 24, 2018, the Board received certain attorney-client communications regarding the nature of the matters needing outside counsel and related consultant legal advice in Fiscal Year 2018-2019 and the extent of such outside legal advice ("Attorney-Client Information");

WHEREAS, that in acting upon this matter, the Board has exercised its independent judgment based on substantial evidence in the record and adopts and relies upon the facts, data, analysis, and findings set forth in the Agenda Report, and in related agenda materials and in testimony received;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. Based upon the information contained in the Agenda Report and testimony received, the Board hereby finds and determines that the agreements with **the law firms and consulting firms described on the attached Attachment A** constitute agreements for obtaining professional, technical, and specialized services that are temporary in nature and that it is in the best interest of the Port to secure such services from those parties listed on Attachment A and waiving competitive procurement requirements.

SECTION 2. The Board hereby:

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

approved by the Port Attorney, up to, but not to exceed the amounts per firm per matter as provided in the Attorney-Client Information, in the initial total cumulative amount of \$5,895,000 for Fiscal Year 2018-19, all subject to adjustment during Fiscal Year 2018-2019 by the Port Attorney for additional amounts or for additional firms under his contracting authority or by further Board action.

B. Authorizes the Port Attorney to i) execute the agreements with the law firms and consulting firms listed on Attachment A, and (ii) make such terms, additions, modifications, or corrections as necessary to enter into the agreements or to correct errors, subject to the limitations set forth herein and provided that any such terms, addition, modification, or correction does not exceed the authorized amounts or actions authorized herein and in the Agenda Report.

SECTION 3. This resolution is not evidence of and does not create or constitute (a) a contract, or the grant of any right, entitlement or property interest, or (b) any obligation or liability on the part of the Board or any officer or employee of the Board. Unless and until a separate written agreement is duly executed on behalf of the Board as authorized by this resolution, is signed as approved as to form and legality by the Port Attorney, and is delivered to other contracting party, there shall be no valid or effective agreement.

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

At the regular meeting held on June 28, 2018

Passed by the following vote:

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

Excused: Commissioner Hamlin - 1

Noes: 0

ATTACHMENT A

PORT ATTORNEY'S OFFICE
PROPOSED OUTSIDE COUNSEL AND CONSULTANT BUDGET
FOR FISCAL YEAR 18-19

LAW FIRM/CONSULTING FIRM/COST ITEMS	MATTER NAMES
Anderson & Krieger LLP (Cambridge, MA)	
	Aviation Regulatory Matters
Andrada & Associates (Oakland)	
	Personal Injury/Property Damage Claims/Litigation
	Lima Tabrizi v. Port
	Letteer v. Port
Archer Norris (Walnut Creek)	
	Arreola v. Port
	Kane v. Port
	Personal Injury/Property Damage Claims/Litigation
Baseline Environmental Consulting (Emeryville)	
	Technical Expert Services on GASB 49 Cost Recovery Matters (Various Sites)
	Environmental Compliance/GASB 49 Management
Best Best & Krieger (Walnut Creek)	
	Power Supply Advice
	Power Supply Claims
Briscoe Ivester & Bazel (San Francisco)	
	Tideland Trust
	RWQCB - Notice of Violation (Material Management Site Enforcement)
	State Mandates
Brown Goldstein Levy LLP (Maryland)	
	Title VI /Section 504 Compliance

PORT ATTORNEY'S OFFICE
PROPOSED OUTSIDE COUNSEL AND CONSULTANT BUDGET
FOR FISCAL YEAR 18-19

LAW FIRM/CONSULTING FIRM/COST ITEMS	MATTER NAMES
Bryan Cave (Chicago, IL)	
	Amtrak Elevator Hydraulic Release
Churchwell White (Sacramento)	
	Hearing Officer
Donahue Fitzgerald (Oakland)	
	Terminal Operators (PA, SSAT, etc) Lease/Contract Disputes and Claims
	Real Estate/Leasing Advice (Maritime)
	Real Estate/Leasing Advice (CRE)
	Real Estate/Leasing Advice (Aviation)
	Real Estate Litigation
Drinker Biddle & Reath LLP (Los Angeles)	
	Benefits
Edgcomb Law Group (San Francisco)	
	Schnitzer Steel
Farella Braun + Martel LLP (San Francisco)	
	General Risk Management and Cost Recovery Advice
	GASB 49 Cost Recovery Claims Against Insurance Carriers/Insurance Advice Related to Pollution Conditions
	EBMUD/Thibodeaux
	Stormwater
Fenwick & West LLP (Mountain View)	
	Employment Advice
	Employment Claims/Litigation
GSI Environmental Inc.	

PORT ATTORNEY'S OFFICE
PROPOSED OUTSIDE COUNSEL AND CONSULTANT BUDGET
FOR FISCAL YEAR 18-19

LAW FIRM/CONSULTING FIRM/COST ITEMS	MATTER NAMES
	Technical Expert Services on GASB 49 Cost Recovery Matters (Various Sites)
Gordon Creed Kelly Holl & Sugerman (San Francisco)	
	David Mack v. Port
Gordon & Polland LLP (Oakland)	
	Litigation/Claim Strategies and Appeals
Hanna Brophy MacLean McLeer & Jensen, LLP (Oakland)	
	Workers' Compensation
Hanson Bridgett (San Francisco)	
	Employment Advice
	Employment Claims (Lakita Spencer, Valerie Zabb- Parmley)
	Ethics
	Sherri "Jean" Parks v. Port
	Copyrights/Trademarks/Intellectual Proprety Advice
Jarvis Fay Doportto & Gibson LLP (Oakland)	
	Public Works Contracting Advice (General)
	Bid/Proposal Protests Advice
	7th Street Grade Separation RFP/Construction Documents
	Fees/taxes/assessments
	Airport Projects
	Drinking Water
	Air Quality
	Title VI Complaint
JSP Associates (San Francisco)	

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PROPOSED OUTSIDE COUNSEL AND CONSULTANT BUDGET
FOR FISCAL YEAR 18-19

LAW FIRM/CONSULTING FIRM/COST ITEMS	MATTER NAMES
	Trespass & Business Interruption
Keker & Van Nest LLP (San Francisco)	
	Litigation
Laughlin Falbo Levy & Morell (Oakland)	
	Workers' Compensation
Lubin Olson & Niewiadomski (San Francisco)	
	Personal Injury/Property Damage Claims/General Commercial Litigation/Operational Continuity/Security Litigation
Meyers Nave (Oakland)	
	Construction Advice
	Airport Projects
	7th Street/GoPort Construction
Mullen & Filippi (Oakland)	
	Workers' Compensation
Nijman Franzetti LLP (Illinois)	
	GASB 49
Nossaman LLP (San Francisco)	
	Railroad/Surface Transportation Board Advice
	7th Street Grade Utility Relocation
O'Melveny & Myers LLP (Los Angeles)	
	Railyard Operator Contract
	Bond/Finance Matters
Orrick Herrington & Sutcliff (San Francisco)	

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PROPOSED OUTSIDE COUNSEL AND CONSULTANT BUDGET
FOR FISCAL YEAR 18-19

LAW FIRM/CONSULTING FIRM/COST ITEMS	MATTER NAMES
	Bond/Tax/Finance Matters
Papailias and Associates (Sacramento)	
	Title VI /Section 504 Compliance
Perkins Cole LLP (San Francisco)	
	General CEQA Advice
	General CEQA Litigation
	Administrative/Regulatory Advice & Claims (FEMA)
	Airport Projects
	7th Street Grade Separation
Ramsey Law Group (Lafayette)	
	General Commercial Collection and Litigation (Unlawful Detainers, etc.)
Richard Thorson Grave & Royer LLP (Oakland)	
	Workers' Compensation
Rudder Law Group (Alameda)	
	Aviation Regulations and Permitting
	EPA Administrative Order/Thibodeaux
Saul Ewing Arnstein & Lehr LLP (D.C.)	
	Shipping Act Advice; Terminal Leasing Efficiency Issues/Operations (Shipping Act/FMC Advice)
	Maritime Claims (including Bankruptcy)
Sloan Sakai Yeung & Wong LLP (Sacramento)	
	Labor Negotiations/Labor Advice
Spiegel & McDiarmid (D.C.)	

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FOR FISCAL YEAR 18-19

LAW FIRM/CONSULTING FIRM/COST ITEMS	MATTER NAMES
	Power Supply Claims
Sweet & Walker (San Francisco)	
	Existing Collection Matters (Contingent Fee; includes Compass Container & Javaherian)
	New Collection Matters (Contingent Fee)
	Compass Container Appeal (Hourly)
Wendel Rosen Black & Dean (Oakland)	
	Clean Water/Environmental Regulatory Advice
	PRP Cost Recovery
	General Construction
	Construction Claims and Litigation (including Trapac)
	Rolls Royce