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**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 19-01

RESOLUTION APPROVING CONSENT TO CHANGE IN CONTROL OF DAL GLOBAL SERVICES, LLC ("DGS") AND ASSIGNMENT OF LICENSE AND CONCESSION AGREEMENT TO OCCUPY WAREHOUSE SPACE AND TO PROVIDE PASSENGER, BAGGAGE, GROUND AND CARGO HANDLING, AIRCRAFT CABIN CLEANING AND GROUND SERVICE EQUIPMENT MAINTENANCE, REPAIR AND WASHING BUSINESS AT OAKLAND INTERNATIONAL AIRPORT FROM 100% OWNER DELTA AIR LINES, INC. TO AIRCO AVIATION SERVICES, LLC JOINTLY OWNED BY ARGENBRIGHT HOLDINGS IV, LLC (51%) AND DELTA AIR LINES, INC. (49%).

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item No. 2.1 dated January 24, 2019 ("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;

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

WHEREAS, on January 20, 2004, the Board approved the License and Concession Agreement (the "L&C Agreement") with DGS to occupy office and warehouse space at Oakland International Airport, and to provide passenger, baggage, ground and cargo handling, aircraft cabin cleaning and ground service equipment maintenance, repair and washing business; and

WHEREAS, DGS no longer occupies office space, but continues to occupy warehouse space in the Port's Cargo Building (M112); and

WHEREAS, through a number of extensions, the term of the L&C Agreement was extended to June 30, 2023, subject to termination by either party on 30-day written notice;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. Based upon the information contained in the Agenda Report and testimony received, the Board hereby:

A. Consents to the change in control of DGS and assignment of the L&C Agreement from DGS owned 100% by Delta Air Lines, Inc. to AirCo Aviation Services, LLC, jointly owned by Argenbright Holdings IV, LLC (51%) and Delta Air Lines, Inc. (49%); and

B. Authorizes the Executive Director to execute the appropriate documentation to consent to the change in control and assignment, subject to approval as to form and legality by the Port Attorney.

SECTION 2. This resolution is not evidence of and does not create or constitute (a) a contract, or the grant of any right, entitlement or property interest, or (b) any obligation or liability on the part of the Board or any officer or employee of the Port. Unless and until a separate written agreement is duly executed on behalf of the Board as authorized by this resolution, is signed as approved as to form and legality by the Port Attorney, and is delivered to other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on January 24, 2019

Passed by the following vote:

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

Noes: 0

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**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 19-02

**RESOLUTION APPROVING BUILDING PERMIT
REQUESTED BY NEW CINGULAR WIRELESS PCS, LLC
(DBA AT&T MOBILITY).**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Item No. 2.2 - the Summary Sheet for Permit Application (Port Permit No. 5217) dated January 10, 2019 - 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 (defined below) for a building permit to perform certain work at the Premises (defined below), 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: New Cingular Wireless PCS, LLC (dba AT&T Mobility).
- B. Premises: 8991 Earhart Road, North Airport, Hangar 3, Oakland, California.
- C. Estimated Cost: \$80,000.00.
- D. Work: Installation of two new antennas at Applicant's existing rooftop site, replacement of six existing antennas, and upgrades to support equipment on the roof and in the ground shelter.

E. Sustainability: This is a minor upgrade of an existing facility and there are no sustainability measures being considered for 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 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 Port.

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

At the regular meeting held on January 24, 2019

Passed by the following vote:

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

Noes: 0

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**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 19-03

RESOLUTION: (1) AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A MEMORANDUM OF UNDERSTANDING WITH THE PORT OF LONG BEACH REGARDING THE PARTIES' RESECTIVE OBLIGATIONS ASSOCIATED WITH THE CALIFORNIA AIR RESOURCES BOARD ("CARB") ZERO-AND NEAR-ZERO EMISSIONS FREIGHT FACLIITY ("ZANZEFF") GRANT; (2) AUTHORIZING \$2,000,000 OF PORT OF OAKLAND FUNDS TO CONSTRUCT CHARGING INFRASTRUCTURE FOR 10 ZERO-EMISSION TRUCKS AT THE SHIPPERS TRANSPORT EXPRESS FACILIITY; AND (3) FINDING THAT NO FURTHER REVIEW UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT IS REQUIRED.

WHEREAS, in the Spring of 2018, CARB released a solicitation for the ZANZEFF grant opportunity to fund projects that provide greenhouse gas ("GHG"), criteria air pollutant, and toxic air contaminant emission reduction benefits to disadvantaged communities through advanced technologies;

WHEREAS, to maximize competitiveness, the Port of Long Beach ("POLB") developed an application in collaboration with the Port of Oakland ("Port"), the Port of Stockton, SSA Marine, and Shippers Transport Express ("STE"), among others, to present an approximate \$103 million project, branded as the Sustainable Terminals Advancing Regional Transformation (START) Phase 1 Project ("Project");

WHEREAS, at its June 14, 2018, meeting, the Board of Port Commissioners ("Board") adopted Resolution No. 18-52 approving the Port's participation in the Project by authorizing execution of a Letter of Commitment to POLB that committed the Port, upon execution of a Memorandum of Understanding ("MOU") with POLB, to install charging infrastructure to serve up to 10 battery-electric, zero emission trucks at the Seaport as a grant match contribution of \$1.25 million, and to provide POLB with certain grant administration assistance ("Port Project");

WHEREAS, on September 8, 2018, CARB notified POLB that the grant application was successful, resulting in a total of approximately \$50 million in grant funds awarded to projects located in Oakland, Long Beach, and Stockton. Of the \$50 million, \$9 million will support the

following zero and near-zero emissions equipment deployment at the Oakland Seaport:

- Procurement, deployment, and testing of five (5) battery-electric yard tractors and one (1) battery-electric top handler at the Matson Terminal, operated by SSA Terminals;
- Charging infrastructure for terminal equipment at the Matson Terminal;
- Procurement, deployment, and testing of 10 on-road battery-electric drayage trucks at the STE facility (for which the Port will construct charging infrastructure, as discussed herein).

WHEREAS, Port staff and POLB staff have negotiated the terms of the MOU to describe the Port's and POLB's obligations with respect to the Port Project;

WHEREAS, the Port's commitments under the MOU would include, without limitation:

1) designing, bidding, and constructing electrical infrastructure to enable the charging of ten (10) zero electric drayage trucks deployed at the STE facility at the Seaport provided that the Port secures the necessary rights from STE to access the premises at an estimated cost of \$2 million; however, the Port would be obligated to complete the work even if the actual costs exceeded \$2 million;

2) assisting POLB with grant administration tasks such as reporting requirements and outreach; and

3) committing to matching funds of \$1.25 million (if the actual costs for the Port Project were less than \$1.25 million, the Port would assist POLB in identifying other sources of match funding, as necessary);

WHEREAS, the Board has reviewed and evaluated the Agenda Report Item 3.1 dated January 24, 2019 ("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, 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 approves and authorizes the

Port's Executive Director to execute the MOU with POLB as described herein and in the Agenda Report.

SECTION 2. The Board hereby finds and determines that pursuant to Port Resolution 18-52, the Board determined that the Port's obligations under the Port Project components are covered in the Oakland Army Base Redevelopment Project Environmental Impact Report (State Clearinghouse Number 2001082058), as addended. No further review under the California Environmental Quality Act is required.

SECTION 3. The Bard authorizes \$2 million of Port funds to support the Port Project as further described herein and in the Agenda Report.

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. 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 January 24, 2019

Passed by the following vote:

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

Noes: 0



BOARD OF PORT COMMISSIONERS CITY OF OAKLAND

RESOLUTION NO. 19-04

RESOLUTION APPROVING AND AUTHORIZING
CAPITAL DESIGN BUDGET OF \$321,000 AND
AUTHORIZING THE EXECUTIVE DIRECTOR TO
UTILIZE MOTT MACDONALD, LLC FOR THE DESIGN
EFFORT FOR THE NORTH DRIVEWAY FOR THE 800
SERIES WAREHOUSES PROJECT IN THE SEAPORT.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item No. 6.2 dated January 24, 2019 ("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 Port entered into an on-call engineering design services agreement with Mott MacDonald, LLP ("Mott") in 2014, as authorized by the Board by Resolution 14-90 ("Mott 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. It is in the best interest of the Port to approve and authorize project budget for design services of \$321,000 for **the North Driveway for 800 Series Warehouses Project ("800 Series Driveway Project")**; and

B. The requested actions were reviewed in accordance with the requirements of the California Environmental Quality Act ("CEQA") and the Port CEQA Guidelines. In 2002, the City of Oakland ("City") approved a reuse plan for the entire Oakland Army Base, and as lead agency certified an Environmental Impact Report. Also in 2002, the Board, acting on behalf of the Port as a responsible agency, adopted findings, a

mitigation program, and a Statement of Overriding Considerations. In 2012, City staff, in consultation with Port staff, prepared an addendum to the Environmental Impact Report ("EIR") and Standard Conditions of Approval to mitigate environmental impacts. The Port also filed a Notice of Determination in June 2012. The OAB redevelopment project, as described in the 2002 EIR and 2012 Addendum, includes required infrastructure improvements such as repair of existing pavement and off haul of soil. Impacts from these projects would be the same as those described in the 2002 EIR, as addended, for construction of infrastructure improvements. Project construction will comply with the OAB Standard Conditions of Approval/Mitigation Monitoring and Reporting Program. No new impacts would occur, and no additional environmental review per Section 15162 of the CEQA Guidelines is required.

SECTION 2. The Board hereby:

A. Approves and authorizes project budget for design services of \$321,000 for the **800 Series Driveway Project**.

B. Authorizes the Executive Director to utilize the Mott Agreement for the **800 Series Driveway Project** design effort.

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 January 24, 2019

Passed by the following vote:

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

Noes: 0

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**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 19-05

RESOLUTION (1) APPROVING AND AUTHORIZING PROJECT BUDGET OF \$262,000 AND AUTHORIZING THE EXECUTIVE DIRECTOR TO UTILIZE WSP USA, INC. FOR THE DESIGN EFFORT FOR THE OUTER HARBOR INTERMODAL TERMINAL INTERIM USE YARD PAVING PROJECT AND (2) AUTHORIZING THE EXECUTIVE DIRECTOR TO UTILIZE O.C. JONES & SONS, INC. AND DELEGATING AUTHORITY TO THE DIRECTOR OF ENGINEERING TO APPROVE THE PROJECT MANUAL, PLANS AND SPECIFICATIONS FOR THE FORMER OAKLAND ARMY BASE TRENCH SPOILS OFF-HAUL PROJECT.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item No. 6.3 dated January 24, 2019 ("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 Port entered into an on-call engineering design services agreement with WSP USA, Inc. ("WSP") in 2014, as authorized by the Board by Resolution 14-90 ("WSP Agreement"); and

WHEREAS, the Port entered into an on-call paving and grading contract with O.C. Jones & Sons, Inc. ("O.C. Jones") in 2016, as authorized by the Board by Resolution 16-108 ("O.C. Jones 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. It is in the best interest of the Port to approve and authorize project budget for design services of \$262,000 for **the Outer Harbor Intermodal Terminal Phase 2 - Interim Use Yard Paving Project ("OHIT Paving Project")**,

B. This action was reviewed in accordance with the requirements of the California Environmental Quality Act ("CEQA"). In 2002, the City of Oakland ("City") approved a reuse plan for the entire Oakland

Army Base, and as lead agency certified an Environmental Impact Report. Also, in 2002, the Board, acting on behalf of the Port as a responsible agency, adopted findings, a mitigation program, and a Statement of Overriding Considerations. In 2012, City staff, in consultation with Port staff, prepared an addendum to the EIR and Standard Conditions of Approval to mitigate environmental impacts. The Port filed a Notice of Determination in June 2012. The OAB redevelopment project, as described in the 2002 EIR and 2012 Addendum, includes required infrastructure improvements such as roadways and access to individual sites. Impacts from construction of the access to the 800 series buildings would be the same as those described in the 2002 EIR, as addended, for construction of infrastructure improvements. Project construction will comply with the OAB Standard Conditions of Approval/Mitigation Monitoring and Reporting Program. No new impacts would occur, and no additional environmental review per Section 15162 of the CEQA Guidelines is required.

SECTION 2. The Board hereby:

A. Approves and authorizes project budget for design services of \$262,000 for the **OHIT Paving Project**.

B. Authorizes the Executive Director to utilize the WSP Agreement for the **OHIT Paving Project** design effort.

C. Authorizes utilization of the O.C. Jones Agreement for the **Former Oakland Army Base Trench Spoils Off-Haul Project ("OAB Off-Haul Project")**.

D. Authorizes and delegates authority to the Director of Engineering of the Port of Oakland ("Director of Engineering") to approve the Project Manual, plans and specifications for the **OAB Off-Haul Project**.

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 January 24, 2019

Passed by the following vote:

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

Noes: 0