

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 19-19

**RESOLUTION APPROVING AND AUTHORIZING SETTLEMENT IN
THE WORKERS' COMPENSATION APPEALS BOARD MATTER,
CASE NO. ADJ7521359, PORT EMPLOYEE NO. 400569 v.
PORT OF OAKLAND, FOR A TOTAL ESTIMATED MAXIMUM
SETTLEMENT AMOUNT OF \$409,524.01.**

RESOLVED that the Board of Port Commissioners ("Board") hereby approves and authorizes settlement in the Workers' Compensation Appeals Board matter, Case No. ADJ7521359, Port Employee No. 400569 v. Port of Oakland, for a total maximum estimated settlement amount of \$409,524.01 and for the terms and conditions as set forth in the "Stipulations with Request for Award" to be filed with and approved by the State of California Workers' Compensation Appeals Board; 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 any 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 parties, there shall be no valid or effective agreement.

At the regular meeting held on April 25, 2019
Passed by the following vote:

Ayes: Commissioners Cluver, Leslie, Story and
President Butner – 4

Excused: Commissioners Lee, Martinez - 2

Noes: Commissioner Colbruno - 1

EP 4/11

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 19-20

**RESOLUTION APPROVING BUILDING PERMIT
REQUESTED BY SSA TERMINALS, LLC.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Item No. 2.1 - the Summary Sheet for Permit Application (Port Permit No. 5224) dated April 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: **SSA Terminals, LLC.**
- B. Premises: 2505 Middle Harbor Road, Oakland, California.
- C. Estimated Cost: \$125,000.00.
- D. Work: Demolition of entrance canopy, including removal of three booths, foundations, bollards, and all aboveground structures. The area will be repaired or repaved for equipment parking.

E. Sustainability: This project will generate concrete and metal debris that will be recycled or disposed of in accordance with city and state construction debris disposal requirements, as applicable. No other sustainability measures are 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(1), which exempts the demolition and removal of certain individual small structures.

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 April 25, 2019
Passed by the following vote:

Ayes: Commissioners Cluver, Colbruno, Leslie, and
President Butner – 4

Excused: Commissioners Lee, Martinez and Story - 3

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 19-21

RESOLUTION (I) AUTHORIZING THE EXTENSION OF EXISTING LETTERS OF CREDIT PROVIDED BY BANK OF AMERICA FOR PORT OF OAKLAND COMMERCIAL PAPER NOTES AND BANK NOTES, (II) APPROVING THE AMENDED AND RESTATED FEE LETTERS, (III) AUTHORIZING THE EXECUTION OF SUPPLEMENTAL TRUST INDENTURES AND AMENDMENTS TO THE ISSUING AND PAYING AGENT AGREEMENTS, AND (IV) APPROVING CERTAIN OTHER DOCUMENTS RELATING TO THE ABOVE AND CERTAIN OTHER ACTIONS.

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

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

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

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

Resolution No. 16-49, adopted by the Board on April 28, 2016; and Board Resolution No. 17-23, adopted by the Board on May 4, 2017;

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

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

WHEREAS, it has been proposed that the Board amend each of the 1998 CP Indenture and the 1999 CP Indenture by entering into, respectively: (i) that certain Third Supplemental Trust Indenture, by and between the Board and the Trustee (the "Third ABC Supplemental Indenture"); and (ii) that certain Second Supplemental Trust Indenture, by and between the Board and the Trustee (the "Second DEF Supplemental Indenture"), in each case to modify the permissible uses for the proceeds of the ABC Notes and DEF Notes, respectively;

WHEREAS, each of the 1998 CP Indenture and the 1999 CP Indentures provides in Section 11.02(k) thereof that the Board may execute and deliver a supplemental indenture without the consent of or notice to the holders of, as applicable, the ABC Notes (the "ABC Noteholders") or the DEF Notes (the "DEF Noteholders") to take effect only with respect to ABC Notes or DEF Notes, as applicable, issued on or after the effective date of the Supplemental Indenture accompanied by appropriate disclosure of the amendment or supplement;

WHEREAS, pursuant to Section 11.02 of each of the 1998 CP Indenture and the 1999 CP Indenture, while a letter of credit is in effect with respect to the applicable indenture and the issuing bank is not insolvent and is not in default under the letter of credit or the related reimbursement agreement, the prior written consent of the applicable bank to any such supplemental indenture shall be required;

WHEREAS, the ABC Notes are currently supported by a credit facility consisting of a Reimbursement Agreement dated as of June 13, 2016 (including its accompanying Fee Letter, the "Existing ABC BofA Reimbursement Agreement") with Bank of America, N.A. ("BofA") with respect to the ABC Notes, which facility has an expiration date of June 30, 2019 and an original Stated Amount (as defined in the 1998 Indenture) of \$150 million in principal amount of the ABC Notes, plus applicable coverage for interest;

WHEREAS, the DEF Notes are currently supported by a credit facility consisting of a Reimbursement Agreement dated as of June 13, 2017 (including its accompanying Fee Letter, the "Existing DEF BofA Reimbursement Agreement") with BofA with respect to the DEF Notes, which facility has an expiration date of June 30, 2019 and an original Stated Amount (as defined in the 1999 Indenture) of \$50 million in principal amount of the DEF Notes, plus applicable coverage for interest;

WHEREAS, BofA has provided its written consent to the execution of the Third ABC Supplemental Indenture and the Second DEF Supplemental Indenture;

WHEREAS, the Board has been presented with a form of each of the Third ABC Supplemental Indenture and the Second DEF Supplemental Indenture;

WHEREAS, in connection with the Third ABC Supplemental Indenture and Second DEF Supplemental Indenture, certain corresponding amendments are necessary to be made to the Issuing and Paying Agent Agreement for the ABC Notes (the "ABC Issuing and Payment Agent Agreement Amendment") and to the Issuing and Paying Agent Agreement for DEF Notes (the "DEF Issuing and Paying Agent Agreement Amendment");

WHEREAS, the Board has been presented with a form of each of the ABC Issuing and Payment Agent Agreement Amendment and the DEF Issuing and Paying Agent Agreement Amendment;

WHEREAS, such documents appear to be in appropriate form and the terms are satisfactory to the Board, and the Board has determined that it is in the best interest of the Port to execute and deliver the Third ABC Supplemental Indenture, the Second DEF Supplemental Indenture, the ABC Issuing and Payment Agent Agreement Amendment and the DEF Issuing and Paying Agent Agreement Amendment;

WHEREAS, there is currently outstanding approximately \$44.2 million in ABC Notes, and \$44.1 million in DEF Notes, issued pursuant to the Commercial Paper Program;

WHEREAS, in light of the expiration of the Existing ABC BofA Reimbursement Agreement (and the related letter of credit) and Existing DEF BofA Reimbursement Agreement (and the related letter of credit) on June 30, 2019, the Board wishes to extend the existing credit facilities with BofA for four additional years until June 30, 2023;

WHEREAS, there has been presented to the Board the form of the Amended and Restated Fee Letter Agreements;

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

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

WHEREAS, the Board has reviewed and evaluated the Agenda Report Item No. 4.1, dated April 25, 2019, and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

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

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

3. Offering Memorandum. The distribution of the Offering Memorandum by Goldman Sachs & Co., Inc., as the dealer with respect to the Notes (the "Dealer"), in connection with the offering and sale of

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

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

5. 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.

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

7. CEQA. The Board hereby finds that there is no possibility that taking the actions related to letters of credit and related agreements will result in a physical change in the environment, and therefore such actions are not subject to the California Environmental Quality Act ("CEQA") and no further environmental review is required.

8. Resolution Not Evidence of Contract. This Resolution is not evidence of and does not create or constitute (a) a contract, or the grant of any right, entitlement or property interest, or (b) any obligation or liability on the part of the Board or any officer or employee of the Board. This Resolution approves and authorizes the execution of agreement(s) in accordance with the terms of this Resolution. Unless and until a separate written agreement is duly executed on behalf of the Board as authorized by this Resolution, is signed as approved as to form and legality by the Port Attorney, and is delivered to the other contracting party, there shall be no valid or effective agreement.

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

At the regular meeting held on April 25, 2019
Passed by the following vote:

Ayes: Commissioners Cluver, Colbruno, Leslie, and
President Butner – 4

Excused: Commissioners Lee, Martinez and Story - 3

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 19-22

RESOLUTION: (1) AUTHORIZING THE RENEWAL OF THE PORT OF OAKLAND'S ("PORT") INSURANCE POLICIES TO BE PLACED AND PAID THROUGH PRIME BROKERS (WITH PARTICIPATION BY SMALL AND LOCAL BUSINESSES), INCLUDING COVERAGE FOR AIRPORT LIABILITY, AUTOMOBILE LIABILITY, AUTOMOBILE PHYSICAL DAMAGE (AIRPORT BUSES AND MARITIME ELECTRIC BUS), CAPA UMBRELLA, CRANE INSURANCE (ALL RISK INCLUDING EARTHQUAKE), CRANE BOILER AND MACHINERY, CRANE TERRORISM, EXCESS WORKERS' COMPENSATION AND EMPLOYERS' LIABILITY, FOREIGN LIABILITY PACKAGE, PUBLIC OFFICIALS ERRORS AND OMISSIONS (INCLUDING EMPLOYMENT PRACTICES LIABILITY), EARTHQUAKE ON 530 WATER STREET (BUILDING AND CONTENTS), ELECTRONIC DATA PROCESSING EQUIPMENT FLOATER, FIDELITY, FIDUCIARY LIABILITY, PROPERTY INSURANCE INCLUDING TERRORISM (INCLUDING ZONE A&V FLOOD INSURANCE BUT EXCLUDING CRANES), BOILER AND MACHINERY (EXCLUDING CRANES), CYBER LIABILITY INSURANCE, AND MOBILE EQUIPMENT (FIRE TRUCKS) PHYSICAL DAMAGE, AT AN AMOUNT NOT TO EXCEED \$4,450,000; AND (2) DELEGATING TO THE PORT'S RISK MANAGER THE AUTHORITY TO APPROVE SUBSTITUTIONS OF INSURERS IN THE GROUP INSURANCE PROGRAMS.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Board Agenda Report Item No. 4.2, dated April 25, 2019, (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 renewal of the Port's insurance policies including participation in two group insurance programs as follows: 1) California Association of Port Authorities ("CAPA") for Umbrella Excess; and 2) Alliant Property Insurance Program ("APIP"); and be it

FURTHER RESOLVED, that said insurance policies shall be placed and paid through the following prime brokers (with participation by small and local businesses): 1) Alliant Insurance Services in Seattle office (for CAPA Umbrella Excess); 2) Alliant Insurance Services, Inc. in San Francisco office (for APIP); and 3) Marsh Risk & Insurance Services in San Francisco office for all other insurance policies); and be it

FURTHER RESOLVED, that said insurance shall include coverage for Airport Liability, Automobile Liability, Automobile Physical Damage (Airport Buses and Maritime Electric Bus), CAPA Umbrella, Crane Insurance (All Risk including Earthquake), Crane Boiler and Machinery, Crane Terrorism, Excess Workers' Compensation and Employers' Liability, Foreign Liability Package, Public Officials Errors and Omissions (including Employment Practices Liability), Earthquake on 530 Water Street (Building and Contents), Electronic Data Processing Equipment Floater, Fidelity, Fiduciary Liability, Property Insurance Including Terrorism (Including Zone A&V Flood Insurance but Excluding Cranes), Boiler and Machinery (Excluding Cranes), Cyber Liability Insurance, and Mobile Equipment (Fire Trucks) Physical Damage, in accordance with the Agenda Report, provided; however, that said insurances shall be subject to the Port Attorney's review as to form and legality; and be it

FURTHER RESOLVED, that said renewals to insurance policies in said Agenda Report shall not exceed the total amount of \$4,450,000; and be it

FURTHER RESOLVED, that the Board delegates to the Port's Risk Manager to approve substitutions of insurers in the CAPA and AIPIP group programs from those that are listed in Exhibit A to Board Agenda Report Item No. 4.2, dated April 25, 2019; and be it

FURTHER RESOLVED, that the Board hereby finds and determines that said insurance program is in such amounts and against such risks as are, in the judgment of the Board, prudent and reasonable taking into account, but not being controlled by, the amounts and types of insurance or self-insured programs provided by similar ports; 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 April 25, 2019

Passed by the following vote:

Ayes: Commissioners Cluver, Colbruno, Leslie, and
President Butner – 4

Excused: Commissioners Lee, Martinez and Story - 3

Noes: 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 19-23

RESOLUTION AUTHORIZING THE PREPAYMENT OF THE PORT OF OAKLAND'S PROPORTIONATE SHARE OF THE FY 2020 UNFUNDED ACCRUED LIABILITY FOR THE CITY OF OAKLAND ("CITY") MISCELLANEOUS PLAN (CALPERS PENSION PLAN) AND APPROVING A LETTER AGREEMENT WITH THE CITY OF OAKLAND REGARDING PROCEDURES FOR FY 2020 AS A RESULT OF THE CITY PARTICIPATING IN THE CALPERS PRE-PAY PROGRAM.

WHEREAS, the Port of Oakland ("Port") participates in the California Public Employees' Retirement System ("CalPERS") through the City of Oakland ("City") Miscellaneous Plan; and

WHEREAS, the City is the contracting agency with CalPERS; and

WHEREAS, the City staff desires to participate in the CalPERS Pre-Pay Program, which in Fiscal Year 2020 ("FY 2020") provides a 3.44% discount on the Unfunded Accrued Liability ("UAL") portion of the annual pension contribution amount if pre-paid in full by July 31, 2019, in lieu of making 12 monthly payments over the course of the fiscal year; and

WHEREAS, in order for the City to participate in the Pre-Pay Program, the City requires the Port to pre-pay its proportionate share of the FY 2020 UAL; and

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item No. 4.3 dated April 25, 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. The Board hereby:

- A. Approves a Letter Agreement with the City outlining certain procedures for FY 2020 as a result of the City participating in the CalPERS Pre-Pay Program.
- B. Authorizes the Chief Financial Officer to (i) execute such Letter Agreement, subject to approval as to form and legality by the Port Attorney, and (ii) make such additions, modifications, or corrections as necessary to implement the Letter Agreement or to correct errors, 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.
- C. Authorizes the transfer of \$17,598,881 to the City, via a book transfer of funds, by July 22, 2019 (or such earlier date as reasonably requested by the City) for the purpose of pre-paying the Port's proportionate share of the FY 2020 UAL of the City Miscellaneous Plan, for which the Port is a participant.

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 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 25, 2019
Passed by the following vote:

Ayes: Commissioners Cluver, Colbruno, Leslie, and
President Butner – 4
Excused: Commissioners Lee, Martinez and Story - 3
Noes: 0

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**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 19-24

**RESOLUTION DELEGATING AUTHORITY TO APPROVE THE WEST
OAKLAND TRUCK MANAGEMENT PLAN TO THE EXECUTIVE
DIRECTOR.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Board Agenda Report Item No. 5.1, dated April 25, 2019, (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 delegates authority to approve the West Oakland Truck Management Plan to the Executive Director; and be it

FURTHER RESOLVED, that the Board approved the revised Oakland Army Base Redevelopment Plan on June 21, 2012 (Resolution 12-76) and determined that there were no substantial changes to the redevelopment project or substantial changes in circumstances that would result in new significant environmental impacts or a substantial increase in the severity of significant impacts already identified in the 2002 Oakland Army Base Redevelopment Environmental Impact Report as addended. The Board also adopted the mitigation measures applicable to the Port, as presented in the Standard Conditions of Approval/Mitigation Monitoring and Reporting Program ("SCA/MMRP"). The proposed action is part of SCA/MMRP Mitigation Measure 4.3-7. No further CEQA 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 April 25, 2019

Passed by the following vote:

Ayes: Commissioners Cluver, Colbruno, Leslie, and
President Butner - 4

Excused: Commissioners Lee, Martinez and Story - 3

Noes: 0

[Handwritten initials]

BOARD OF PORT COMMISSIONERS CITY OF OAKLAND

RESOLUTION NO. 19-25

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A SUPPLEMENTAL AGREEMENT WITH ALAMEDA COUNTY SHERIFF'S OFFICE TO (I) EXTEND THE TERM FOR FIVE ADDITIONAL YEARS AND (II) INCREASE CORRESPONDING MAXIMUM COMPENSATION BY \$128,602,000 FOR FISCAL YEARS 2020-2024 AT THE OAKLAND INTERNATIONAL AIRPORT.

WHEREAS, pursuant to Resolution No. 11-158 (December 1, 2011), the Board of Port Commissioners ("Board") approved an Agreement with Alameda County Sheriff's Office for law enforcement services (the "Agreement") at the Oakland International Airport for a maximum term expiring on June 30, 2017; and

WHEREAS, pursuant to Resolution No. 16-94 (July 28, 2016), the Board extended the term of the Agreement for two additional years through June 30, 2019; and

WHEREAS, Resolution No. 16-94 also (i) provided that in the event the Executive Director has declared an emergency, the Executive Director is authorized to increase law enforcement staffing and expend the additional funds for such increased law enforcement staffing, and will bring to the Board for ratification the expenditure of any funds in excess of the contract maximum, and (ii) directed Port staff to submit to the Board annual reports with respect to the actual expenditures under the Agreement compared to budget and maximum contract authorization; and

WHEREAS, the Board has reviewed and evaluated the Agenda Report Item 6.1, dated April 25, 2019 (herein "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 based upon the information contained in the Agenda Report, the Board hereby authorizes the Executive Director to execute a Supplemental Agreement with Alameda County Sheriff's Office to (i) extend the term of the Agreement for five additional years (FY 2020-FY 2024), and (ii) increase the maximum compensation of the Agreement by \$128,602,000 (for a not to exceed amount of \$241,764,046 for the

Agreement), subject to the approval of the Port Attorney as to form and legality; and be it

FURTHER RESOLVED, the Board hereby authorizes the Executive Director to make such additions, modifications, or corrections as necessary to implement the Agreement with the Alameda County Sheriff's Office or to correct errors and to execute other agreements with the Alameda County Sheriff's Office related to the law enforcement services provided under the Agreement, subject to the limitations set forth herein and provided that any such addition, modification, correction, or agreement does not materially differ from the terms and conditions set forth herein and in the Agenda Report and the term and maximum compensation are not increased; and be it

FURTHER RESOLVED, the Board hereby finds that there is no possibility that this Agreement may have a significant effect on the environment, the action is not a "Project" under the California Environmental Quality Act ("CEQA"), and is therefore not subject to CEQA under the General Rule Exclusion in Section 15061(b)(3) of the Guidelines which states that CEQA applies only to activities that have a potential for causing a significant effect on the environment; and be it

FURTHER 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 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 and 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 25, 2019

Passed by the following vote:

Ayes: Commissioners Cluver, Colbruno, Leslie, and
President Butner - 4

Excused: Commissioners Lee, Martinez and Story - 3

Noes: 0

68 4A

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 19-26

**RESOLUTION APPROVING AND AUTHORIZING THE
EXECUTIVE DIRECTOR TO EXECUTE AN EXCLUSIVE
NEGOTIATING AGREEMENT WITH S3D PARTNERS,
LLC FOR A TERM OF TWENTY-FOUR (24) MONTHS
FOR PROPERTY LOCATED AT 9532-9636 EARHART
ROAD, OAKLAND.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report for Agenda Item No. 6.2, dated April 25, 2019 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 the following:

A. The Port owns an approximately 3.86 acre property located at 9532-9636 Earhart Road, Oakland, also known as Port buildings L105 and L107, and adjacent vehicular parking lots (the "Proposed Premises"), which is not currently leased.

B. The Port commissioned a study that determined that the highest and best use of the Proposed Premises is for the development of a select-service hotel.

C. S3D Partners, LLC ("S3D") operates as a private real estate investment trust whose principal partners have been active in the hospitality industry since 1982, owns approximately 25 hotels in the Southwest United States, and wishes to complete due diligence and environmental review to determine the suitability of the Proposed Premises for development of a nationally-branded hotel of at least Upper Midscale Class and full-service restaurant.

D. Port staff now propose entering into an Exclusive Negotiating Agreement ("ENA") with S3D under the following key terms and conditions:

- a. Term of ENA: Earlier of execution of a Lease or 24 months after the effective date of the ENA, subject to early termination.
- b. Proposed Premises: Approximately 3.86 acres of Port property located at 9532-9636 Earhart Road, Oakland, also known as Port buildings L105 and L107.
- c. Permitted Uses: Negotiations of Lease terms and performance of necessary environmental review.
- d. Consideration: Initial deposit of \$100,000 that may be used to pay for Port staff time and the Port's reasonable third-party costs for undertaking and managing the environmental review process, to be replenished as necessary.
- e. Site Control: Port retains possession of and right to continue leasing Proposed Premises to tenants for a term not to exceed 18 months following the effective date of the ENA.

E. 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, as defined by Section 15378(2) of the CEQA Guidelines.

Section 2. The Board hereby:

A. Approves the proposed ENA with **S3D Partners, LLC** as described herein and in the Agenda Report; and

B. Authorizes the Executive Director to (i) execute the ENA, subject to approval as to form and legality by the Port Attorney, and (ii) make such minor additions, modifications, or corrections as necessary to implement the ENA 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. 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 April 25, 2019
Passed by the following vote:

Ayes: Commissioners Cluver, Colbruno, Leslie, and
President Butner – 4
Excused: Commissioners Lee, Martinez and Story - 3
Noes: 0

EP MP

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 19-27

**RESOLUTION APPROVING AND AUTHORIZING THE
EXECUTIVE DIRECTOR TO ENTER INTO AN
AGREEMENT WITH PCMG, INC. TO RENEW
MICROSOFT SOFTWARE LICENSING FOR THREE (3)
YEARS IN AN AMOUNT NOT TO EXCEED \$761,365.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report for Agenda Item No. 6.6, dated April 25, 2019 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:

- A. It is in the best interest of the Port to use the Microsoft Software Licensing Cooperative Purchasing Agreement developed by the County of Riverside, as well as consider the results of the informal solicitation for quotes from seven Microsoft-recommended resellers authorized under the cooperative purchasing agreement; and
- B. The requested action is not subject to the California Environmental Quality Act ("CEQA") because it can be seen with certainty that there is no possibility that the requested agreement would result in a physical change in the environment.

Section 2. The Board hereby approves and authorizes the Executive Director to enter into an agreement with **PCMG, Inc.** to renew Microsoft software licensing using the Microsoft Software Licensing Cooperative Purchasing Agreement developed by the County of Riverside and considering the informal quotes received from Microsoft-recommended resellers, for an amount not to exceed **\$761,365**, 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 April 25, 2019
Passed by the following vote:

Ayes: Commissioners Cluver, Colbruno, Leslie, and
President Butner – 4
Excused: Commissioners Lee, Martinez and Story - 3
Noes: 0