

**BOARD OF PORT COMMISSIONERS  
CITY OF OAKLAND**

**RESOLUTION NO. 20-39**

**RESOLUTION APPROVING AND AUTHORIZING EXECUTION  
OF A SETTLEMENT AGREEMENT AND PARTIAL RELEASE  
WITH RESPECT TO THE FORMER APL SITE AT BERTHS  
60-63 WITH ZURICH AMERICAN INSURANCE COMPANY IN  
THE AMOUNT OF \$90,000.**

**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 and Partial Release With Respect to the APL Site with Zurich American Insurance Company ("Zurich") whereby, among other matters, Zurich will pay the Port of Oakland \$90,000 concerning the reimbursement of certain environmental contamination-related costs incurred from January 1, 2013, through December 31, 2018; 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 parties, there shall be no valid or effective agreement; and be it

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

At the regular meeting held on May 14, 2020  
Passed by the following vote:

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

Noes: – 0

*MH*

**BOARD OF PORT COMMISSIONERS  
CITY OF OAKLAND**

**RESOLUTION NO. 20-40**

**RESOLUTION APPROVING A PROFESSIONAL SERVICES AGREEMENT FOR TWO FISCAL YEARS ENDING JUNE 30, 2020 AND 2021, WITH THE OPTION FOR THREE ADDITIONAL ONE YEAR EXTENSIONS FOR FISCAL YEARS ENDING JUNE 30, 2022, 2023, AND 2024, WITH MACIAS GINI & O'CONNELL LLP TO PROVIDE FOR EXTERNAL AUDITING SERVICES AT A MAXIMUM COMPENSATION NOT TO EXCEED \$1,482,895.**

**WHEREAS**, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item No. 6.1 dated May 14, 2020 ("Agenda Report") and related agenda materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; and

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

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

**SECTION 1.** The Board hereby:

A. Approves the professional services agreement with **MACIAS GINI & O'CONNELL LLP** to provide external auditing services for two fiscal years ending June 30, 2020 and 2021, with the option for three additional one year extensions for fiscal years ending June 30, 2022, 2023, and 2024, at a compensation that shall not exceed \$1,482,895 and subject to additional material terms and conditions as further described in the Agenda Report.

B. Authorizes the Executive Director to (i) execute such professional services 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 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, subject to approval as to form and legality by the Port Attorney.

**SECTION 2.** The Board finds that there is no possibility that contracting for external auditing services will result in a physical change in the environment, and therefore this action is not subject to the California Environmental Quality Act ("CEQA") and no further environmental review is required.

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

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

At the regular meeting held on May 14, 2020

Passed by the following vote:

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

Noes: – 0

MH

**BOARD OF PORT COMMISSIONERS  
CITY OF OAKLAND**

**RESOLUTION NO. 20-41**

**RESOLUTION APPROVING AND AUTHORIZING THE  
EXECUTIVE DIRECTOR TO ENTER INTO  
SUPPLEMENTAL AGREEMENTS WITH RAY A. MORGAN  
COMPANY FOR MANAGED PRINT SERVICES AND  
EQUIPMENT LEASE FOR THREE YEARS IN THE  
AMOUNT NOT TO EXCEED \$362,250 AND TO WAIVE  
FORMAL COMPETITIVE PROCUREMENT PROCEDURES.**

**WHEREAS**, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report for Agenda Item No. 6.2, dated May 14, 2020, 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 waive formal competitive procurement procedures, for the reasons set forth in the Agenda Report; and

B. The requested action is not subject to the California Environmental Quality Act ("CEQA") because it is not a "project" as defined in Section 15378 of the CEQA Guidelines because the proposed action has no potential for a direct or indirect physical change to the environment.

**Section 2.** The Board hereby approves and authorizes the Executive Director to: (a) enter into supplemental agreements with **Ray A. Morgan Company** for managed print services and equipment lease for a period of three years for a total cost not to exceed \$362,250, as further described in the Agenda Report; and (b) execute or amend any other documents necessary to implement the approvals described in this resolution, 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 May 14, 2020  
Passed by the following vote:

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

Noes: – 0