



**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 21-70

**RESOLUTION APPROVING THE 2021 WILDFIRE
MITIGATION PLAN AND DIRECTING THE
SUBMISSION OF THE WILDFIRE MITIGATION
PLAN AND ASSOCIATED 2021 GUIDANCE
ADVISORY OPINION RESPONSE TO THE
CALIFORNIA PUBLIC UTILITIES COMMISSION
WILDFIRE SAFETY ADVISORY BOARD.**

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item 2.1 dated October 28, 2021, 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; and

WHEREAS, pursuant to the requirements in California Public Utilities Code section 8387(b), the Port, as a publicly owned utility, prepared a Wildfire Mitigation Plan in 2020, which was reviewed by Guidehouse, Inc., a qualified independent evaluator, and presented to the Board as an informational item in December 2020; and

WHEREAS, the Port has updated the Wildfire Mitigation Plan and responded to the questions posed by the Wildfire Safety Advisory Board's Guidance Advisory Opinion for 2021;

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 not subject to the California Environmental Quality Act ("CEQA") because there is no possibility that the activity in question may have a significant effect on the environment, and therefore is exempt under Section 15061(b)(3) of CEQA.

Section 2. The Board hereby:

- A. Approves the 2021 Wildfire Mitigation Plan and Guidance Advisory Opinion responses prepared by the Port of Oakland; and
- B. Directs the Executive Director or his designee to submit this Resolution, the 2021 Wildfire Mitigation Plan and associated Guidance Advisory Opinion responses to the California Public Utilities Commission, Wildfire Safety Division, Wildfire Safety Advisory Board.

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 Port. 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 the contracting party, there shall be no valid or effective agreement(s).

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

At the regular meeting held on October 28, 2021

Passed by the following vote:

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

Noes: – 0

MA

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 21-71

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER TO EXECUTE THE PARTIAL DEFEASANCE OF CERTAIN PORT OF OAKLAND REFUNDING REVENUE BONDS, 2012 SERIES P, 2017 SERIES D, 2017 SERIES E, AND 2021 SERIES H; THE PARTIAL REDEMPTION OF CERTAIN PORT OF OAKLAND REFUNDING REVENUE BONDS, 2020 SERIES R; AND THE REPAYMENT OF AN ADDITIONAL \$5,882,000 OF OUTSTANDING COMMERCIAL PAPER NOTES; APPROVING A FORM OF ESCROW AGREEMENT; AND AUTHORIZING AND APPROVING CERTAIN RELATED 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 and refinancing of Port of Oakland ("**Port**") facilities through the issuance and sale of debt instruments payable exclusively from revenues and other funds and property of the Port; and

WHEREAS, the Board previously refunded certain of its bonds by issuing its Refunding Revenue Bonds, 2012 Series P (AMT) (the "**2012 Series P Bonds**") pursuant to the Amended and Restated Master Trust Indenture dated as of April 1, 2006 (as amended and supplemented, the "**Senior Lien Indenture**"), by and between the Board and U.S. Bank National Association, as trustee (the "**Senior Lien Trustee**"), including as supplemented by the Fifteenth Supplemental Trust Indenture, dated as of October 1, 2012 (the "**Fifteenth Supplemental Indenture**"); and

WHEREAS, the Board previously refunded certain of its bonds by issuing its Intermediate Lien Refunding Revenue Bonds, 2017 Series D (Private Activity/AMT) (the "**2017 Series D Bonds**") and 2017 Series E (Governmental/Non-AMT) (the "**2017 Series E Bonds**") pursuant to the Intermediate Lien Master Trust Indenture dated as of October 1, 2017 (as amended and supplemented, the "**Intermediate Lien Indenture**"), by and between the Board and U.S. Bank National Association, as trustee (the "**Intermediate Lien Trustee**," together with the Senior Lien Trustee, the "**Trustee**"), including as supplemented by the Third Supplemental Intermediate Lien Trust Indenture, dated as of August 1, 2017 (the "**Third Supplemental Intermediate Lien Indenture**"); and

WHEREAS, the Board previously refunded certain of its bonds by issuing its Refunding Revenue Bonds, 2020 Series R (Federally Taxable) (the "**2020 Series R Bonds**") pursuant to the Senior Lien Indenture, including as supplemented by the Sixteenth Supplemental Trust Indenture, dated as of December 1, 2020 (the "**Sixteenth Supplemental Indenture**"); and

WHEREAS, the Board previously refunded certain of its bonds by issuing its Intermediate Lien Refunding Revenue Bonds, 2021 Series H (AMT) (the "**2021 Series H Bonds**") pursuant to the Intermediate Lien Indenture, including as supplemented by the Fourth Supplemental Intermediate Lien Trust Indenture, dated as of February 1, 2021 (the "**Fourth Supplemental Intermediate Lien Indenture**"); and

WHEREAS, the Board, from time to time, has issued Commercial Paper Notes ("**Commercial Paper Notes**") pursuant to a Trust Indenture dated as of October 1, 1998, between the Board and U.S. Bank National Association, as trustee and a Trust Indenture dated as of September 1, 1999 between the Board and U.S. Bank National Association, as trustee (together, as amended and supplemented, the "**Commercial Paper Indentures**"); and

WHEREAS, in connection with Federal relief associated with the COVID-19 pandemic, the Port has been the recipient of approximately \$104 million in grant allocations administered by the Federal Aviation Administration ("**FAA**"), which may be applied to reimburse the Port for eligible costs incurred at Oakland International Airport ("**OAK**"), including the costs of defeasing and redeeming outstanding aviation debt; and

WHEREAS, Port staff has proposed (i) defeasing and/or redeeming an aggregate amount of \$24,580,000 outstanding aviation debt, consisting of defeasing \$4,710,000 of 2012 Series P Bonds, \$4,510,000 of 2017 Series D Bonds, \$1,480,000 of 2017 Series E Bonds, and \$3,765,000 of 2021 Series H Bonds (collectively, the "**Defeased Bonds**"), redeeming \$10,115,000 of 2020 Series R Bonds (the "**Redeemed Bonds**"), and (ii) repaying \$5,882,000 of outstanding Commercial Paper Notes; and

WHEREAS, there has been presented to this Board a form of Escrow Agreement ("**Escrow Agreement**"), by and between the Board and U.S. Bank National Association, as Escrow Agent and as Trustee, with one or more Escrow Agreements substantially in such form to be entered into with respect to the bonds to be defeased; and

WHEREAS, the Escrow Agreement(s) will provide for the Board to irrevocably deposit funds in trust with the Escrow Agent and for such funds to be deposited into escrow funds created pursuant to the Escrow Agreement(s) to be used to make debt service payments on the applicable bonds through their maturity dates; and

WHEREAS, Article III of the Sixteenth Supplemental Indenture establishes the requirements to redeem outstanding debt specifically associated with the 2020 Series R Bonds via payment of a Make-Whole Redemption Price plus accrued interest. As defined in the Sixteenth Supplemental Indenture, the Make-Whole Redemption Price is the greater of: (1) the principal amount of bonds to be redeemed; or (2) the sum of the present value of the remaining scheduled debt service payments to the maturity date of such bonds, discounted at (a) an index rate plus premium, or (b) for 2020 Series R Bonds maturing within less than one year following the redemption date, at a weekly average yield on traded US securities (adjusted to a constant maturity of one year) plus premium; and

WHEREAS, the Board has reviewed and evaluated the Agenda Report dated October 28, 2021, Item No. 4.1 (the "**Agenda Report**") and related materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; and

WHEREAS, the proposed form of the Escrow Agreement presented to this Board appears to be appropriate and is satisfactory to the Board, and the Board has determined that it is in the best interest of the Port to defease the Defeased Bonds and to arrange for the redemption of the Redeemed Bonds; and

WHEREAS, the Board desires to authorize certain Authorized Board Representatives (defined below) to approve the purchase of one or more defeasance securities, and to authorize the withdrawal of excess senior lien reserve funds to be deposited into the escrow fund and/or redemption account of the Defeased Bonds and Redeemed Bonds, subject to the approval of tax counsel; and

NOW, THEREFORE, BE IT RESOLVED, by the Board of Port Commissioners of the City of Oakland, as follows:

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

Section 2. CEQA. The proposal to defease and redeem certain outstanding debt obligations was reviewed in accordance with the requirements of the California Environmental Quality Act ("**CEQA**"). CEQA only requires analysis of activities that are defined as a "project." The creation of government funding mechanisms or other government fiscal activities that do not involve any commitment to any specific project that may result in a potentially significant physical impact on the environment is not a project pursuant to Section 15378(b)(4) of the CEQA Guidelines. Therefore, executing this defeasance and redemption is not a project under CEQA and no further environmental review is required.

Section 2. Authorization of Defeasance and Redemption; Authorization of Repayment of Commercial Paper Notes. The Board authorizes the defeasance of 2012 Series P Bonds in the principal amount of \$4,710,000, 2017 Series D Bonds in the principal amount of \$4,510,000, 2017 Series E Bonds in the principal amount of \$1,480,000, and 2021 Series H Bonds in the principal amount of \$3,765,000. The foregoing authorization includes, without limitation, authority for an Authorized Board Representative to deposit funds in the applicable escrow fund for the applicable Defeased Bonds, which, when combined with any accrued earnings and interest on the securities held in such escrow fund, is intended to be sufficient to pay principal of and accrued but unpaid interest then due on the Defeased Bonds to maturity. The Board authorizes the redemption of 2020 Series R Bonds in the principal amount of \$10,115,000. The Board authorizes the payment of the Make-Whole Redemption Price plus accrued interest to the bondholders of the Redeemed Bonds in accordance with the Sixteenth Supplemental Indenture. The Board authorizes the withdrawal of any excess reserve funds under the Senior Lien Indenture to be deposited into the applicable escrow

fund and/or redemption account of the Defeased and Redeemed Bonds, subject to the approval of tax counsel. The Board authorizes the repayment of \$5,882,000 in outstanding Commercial Paper Notes.

Section 3. Approval of Escrow Agreement(s), Authorization to Execute. The form, terms, and provisions of the Escrow Agreement are in all respects approved and any one or more of the Executive Director or the Chief Financial Officer, or the written designees of such officers (collectively, the "**Authorized Board Representatives**") are hereby authorized, empowered, and directed to execute, acknowledge, and deliver an Escrow Agreement for each series of bonds to be defeased (or some or all of the bonds to be defeased may be governed by a single escrow agreement), including counterparts thereof, in the name and on behalf of the Board, subject to the approval of the Port Attorney. The Escrow Agreement(s), as executed and delivered, shall be substantially in the form now before this meeting and hereby approved, with such changes therein as shall be approved by the officer or officers of the Port executing the same and by the Port Attorney, and completed with identifying information of each series of bonds to be defeased and the amounts of such bonds to be defeased as set forth in this resolution; 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 Escrow Agreement now before this meeting; and from and after the execution and delivery of the Escrow Agreement, the officers, agents, and employees of the Port 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 Escrow Agreement(s).

Section 4. Escrow Agent. The Board hereby approves and ratifies the appointment of U.S. Bank national Association, as the Escrow Agent under the terms of the Escrow Agreement(s).

Section 5. Defeasance and Redemption Notices. Any Authorized Board Representative is hereby authorized and directed to deliver or cause to be delivered any notices required to be given in connection with the defeasance of the Defeased Bonds or the redemption of the Redeemed Bonds.

Section 6. Investments. Any Authorized Board Representative, each acting alone or in combination, are hereby authorized, for and in the name and on behalf of the Port, to take any and all actions and to execute and deliver any and all certificates, agreements, and other documents, whether before or after the defeasance and redemption of the Defeased Bonds and the Redeemed Bonds, that they, or any of them, may deem necessary or advisable and in the best interest of the Port, to select and purchase or authorize the selection and purchase of certain specified noncallable Governmental Obligations (as defined in the Senior Lien Indenture or Intermediate Lien Indenture, as applicable) as provided in the Escrow Agreement(s).

Section 7. Additional Authorization. The Authorized Board Representatives, acting alone or collectively, and all officers, agents, and employees of the Port, for and on behalf of the Board, are hereby authorized and directed to do any and all things necessary or advisable to

effect the defeasance of the Defeased Bonds and redemption of the Redeemed Bonds or that otherwise may be required in order to carry out the authority conferred by this resolution.

Section 8. 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.

Section 9. Effective Date of Resolution. This resolution shall take effect from and after its passage and approval.

Section 10. Ratification. Any and all acts and things heretofore taken or done by any Authorized Board Representative or any other officer or agent of the Board or their representatives in furtherance of the resolutions set forth herein are hereby ratified, adopted, confirmed, and approved in their entirety.

Section 11. 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 Port. 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.

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

At the regular meeting held on October 28, 2021

Passed by the following vote:

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

Noes: – 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

10/28/2021
Item No. 6.1
MCR/pcm



RESOLUTION NO. 21-72

RESOLUTION APPROVING AND AUTHORIZING THE EXECUTIVE DIRECTOR TO: (1) ENTER INTO A CONTRACT WITH OLIVER DE SILVA INC. DBA GALLAGHER & BURK, INC. IN THE AMOUNT OF \$3,275,670; AND (2) EXECUTE CONTRACT CHANGE ORDERS TO THE EXTENT NECESSARY IN AN AMOUNT NOT TO EXCEED \$491,330, CONCERNING THE CONSTRUCTION OF THE AIRPORT DRIVE PAVEMENT REHABILITATION PROJECT AT OAKLAND INTERNATIONAL AIRPORT.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item No. 6.1 dated October 28, 2021 ("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; and

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

Section 1. Based upon the information contained in the Agenda Report, and testimony received, the Board finds and determines that:

A. The proposed actions were reviewed in accordance with the requirements of the California Environmental Quality Act ("CEQA") and CEQA Guidelines. The proposed project is categorically exempt pursuant to Section 15302 of the CEQA Guidelines, which exempts from CEQA the replacement or reconstruction of existing structures and facilities where the new structure will be located on the same site as the structure replaced and will have substantially the same purpose and capacity as the structure replaced.

B. It is in the best interest of the Port to authorize the Construction of the Airport Drive Pavement Rehabilitation Project at Oakland International Airport ("Airport Drive Pavement Project").

C. The development and use provided for in the project manual and the subsequent use of the development approved by this resolution are in conformity with the General Plan of the City of Oakland.

D. Pursuant to the Port Purchasing Ordinance, it is in the best interest of the Port to delegate to the Executive Director of the Port ("Executive Director") the authority to finally resolve all bid protests in connection with the Airport Drive Pavement Project.

Section 2. The Board hereby approves the following concerning the Airport Drive Pavement Project:

A. Award of a contract for construction to Oliver De Silva Inc. dba Gallagher & Burk, Inc. ("Gallagher"), the lowest responsible bidder, in a total amount not to exceed \$3,275,670 ("Construction Contract").

B. Rejection of all other bids received and direction that securities accompanying said bids shall be returned to the respective bidders.

Section 3. The Board hereby authorizes the Executive Director to do the following concerning the Airport Drive Pavement Project:

A. Finally resolve bid protests pursuant to the Port Purchasing Ordinance.

B. Enter into a contract for construction with Gallagher in a total amount not to exceed \$3,275,670.

C. Execute Construction Contract change orders to the extent necessary in an amount not to exceed \$491,330.

D. Make such additions, modifications, or corrections as necessary to issue the Construction Contract 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 and is approved as to form and legality by the Port Attorney.

Section 4. The Board further finds that:

A. The Chief Engineer or Principal Engineer is authorized to approve the project manual and plans for the Airport Drive Pavement Project in advance of construction, pursuant to Government Code Section 830.6.

B. A bond for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and materials furnished and for amounts due under the Unemployment Insurance Code, each in the amount of one hundred percent (100%) of the Construction Contract

price shall be provided by the contractor as prescribed by applicable laws and regulations and the Construction Contract specifications.

C. The procedure prescribed by applicable laws, regulations and the Construction Contract specifications shall be taken for the execution of said contract.

Section 5. 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.

Section 6. This resolution shall be effective immediately upon adoption by the Board.

At the regular meeting held on October 28, 2021

Passed by the following vote:

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

Noes: – 0



**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 21-73

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO ENTER INTO AN AGREEMENT WITH THE NORTHERN CALIFORNIA POWER AGENCY FOR THE PURCHASE OF HYDROELECTRIC ENERGY FROM THE SOUTH FEATHER WATER AND POWER AGENCY FOR A TERM OF 20 YEARS IN AN AMOUNT NOT TO EXCEED \$7,000,000.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item 6.6 dated October 28, 2021, and related agenda materials ("Agenda Report") pertaining to purchasing hydroelectric energy from the Northern California Power Agency through a power purchase agreement with the South Feather Water and Power Agency, 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. This action was reviewed in accordance with the requirements of the California Environmental Quality Act ("CEQA"). The CEQA Guidelines, Section 15301(b) exempts the operation, repair, maintenance, permitting, leasing, licensing, or minor alteration of existing public or private structures, facilities, mechanical equipment, or topographical features, involving negligible or no expansion of existing or former use such as existing facilities of publicly owned utilities used to provide electric power, natural gas, sewerage, or other public utility services. Entering into an agreement with the Northern California Power Agency to purchase energy from South Feather Water and Power Agency is for the operations of an existing utility and does not require any alterations to the hydroelectric facilities or to the Port's utility infrastructure. Therefore, this action meets the criteria for Section 15301(b).

Section 2. The Board hereby:

A. Authorizes the Executive Director (i) to execute the Third Phase Agreement For Power Purchase Agreement With South Feather Water And Power Agency with the Northern California Power Agency obligating the Port to purchase 2.47% of the 121.5 megawatt capacity of hydroelectric energy from the South Feather Water and Power Agency for an initial term of ten years with an automatic renewal for an additional ten years, totaling 20 years, commencing December 2021, for a total contract price of \$7,000,000, subject to approval as to form and legality by the Port Attorney, and (ii) make any additions, modifications, or corrections as necessary to implement the agreement provided that any additions, modifications, or corrections do 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 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 Port. 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 the contracting party, there shall be no valid or effective agreement(s).

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

At the regular meeting held on October 28, 2021
Passed by the following vote:

Ayes: Commissioners Butner, Colbruno, Lee, Leslie, Martinez, Story and
President Cluver – 7
Noes: – 0



**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 21-74

RESOLUTION APPROVING AND AUTHORIZING THE EXECUTIVE DIRECTOR TO ENTER INTO A PROFESSIONAL SERVICES AGREEMENT WITH ELATION SYSTEMS, INC. FOR THE WEB-BASED LABOR COMPLIANCE/WORKFORCE TRACKING SYSTEM AND WEB-BASED LIVING WAGE COMPLIANCE SYSTEM FOR FIVE YEARS WITH THREE, ONE-YEAR RENEWAL OPTIONS, IN AN AMOUNT NOT TO EXCEED \$489,939.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report for Agenda Item No. 6.7, dated October 28, 2021, 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. The requested action is not subject to the California Environmental Quality Act ("CEQA") because it can be seen with certainty that the proposed action will not have a potential direct or indirect physical change to the environment and therefore is not a "project" under CEQA as defined under Section 15378 of the CEQA Guidelines.

B. The requested action is for obtaining professional services that are temporary in nature, are in the public interest because of economy or better performance, and will not result in the loss of employment or salary by any person having permanent status in the competitive service.

Section 2. The Board hereby approves and authorizes the Executive Director to:

A. Enter into Professional Services Agreement with **Elation Systems, Inc.** for the Web-Based Labor Compliance/Workforce Tracking System and Web-Based Living Wage Compliance System for a period of five years, with three, one-year extension options, for a total amount not to exceed \$489,939, as further described in the Agenda Report, subject to approval as to form and legality by the Port Attorney; and

B. Make any additions, modifications, or corrections necessary to execute the requested agreement or to correct errors, subject to the limitations set forth herein, provided that any addition, modification, or correction does not materially differ from the terms and conditions set forth herein and in the Agenda Report, and 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 Port. 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 October 28, 2021

Passed by the following vote:

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

Noes: – 0

MA

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 21-75

RESOLUTION APPROVING AND AUTHORIZING THE EXECUTIVE DIRECTOR TO ENTER INTO AN AGREEMENT WITH SAITECH INC. TO PROCURE LAPTOP COMPUTERS, DOCKING STATIONS, AND ASSOCIATED SERVICES IN AN AMOUNT NOT TO EXCEED \$271,064.87 AND TO DECLARE AS SURPLUS THE OLD COMPUTERS AND RELATED EQUIPMENT.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report for Agenda Item No. 6.8, dated October 28, 2021, 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. The requested action is not subject to the California Environmental Quality Act ("CEQA") because it can be seen with certainty that the proposed action will not have a potential direct or indirect physical change to the environment and therefore is not a "project" under CEQA as defined under Section 15378 of the CEQA Guidelines.

B. The requested action is for professional or technical services that are temporary in nature, that are in the public interest because of economy or better performance, and will not result in the loss of employment or salary by any person having permanent status in the competitive service.

Section 2. The Board hereby approves and authorizes the Executive Director to:

A. Enter into an agreement with **Saitech Inc.** to purchase laptop computers, docking stations, and associated services for a total amount not to exceed \$271,064.87, as further described in the Agenda Report, subject to approval as to form and legality by the Port Attorney; and

B. Make any additions, modifications, or corrections necessary to execute the requested agreement or to correct errors, subject to the limitations set forth herein, provided that any addition, modification, or correction does not materially differ from the terms and conditions set forth herein and in the Agenda Report, and are approved as to form and legality by the Port Attorney; and

C. Declare as surplus the old computers and related equipment, as further described 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 Port. 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 October 28, 2021

Passed by the following vote:

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

Noes: – 0

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

10/28/2021
Item No.: 8.1
MH/pcm

MA

RESOLUTION NO. 21-76

**RESOLUTION ADOPTING A NEW SCHEDULE FOR THE MEETINGS
OF THE BOARD OF PORT COMMISSIONERS FOR CALENDAR YEAR
2022.**

WHEREAS, Article III of the By-Laws and Administrative Rules of the Board of Port Commissioners ("By-Laws"), specifies that the Board of Port Commissioners ("Board") shall establish a regular meeting schedule for Board meetings; and

WHEREAS, the Ralph M. Brown Act (California Government Code Section 54950 et seq.) permits the Board to determine and adjust the dates and times of the Board's regular meetings, from time to time, by way of resolution or motion; now, therefore be it

RESOLVED, that the Board's meetings for calendar year 2022 shall be held in the Board Room of the Port of Oakland Building, 530 Water Street, in the City of Oakland on the following days at the following times:

Thursday, January 27, 2022	1:00 PM
Thursday, February 10, 2022	1:00 PM
Thursday, February 24, 2022	1:00 PM
Thursday, March 10, 2022	1:00 PM
Thursday, March 24, 2022	1:00 PM
Thursday, April 14, 2022	1:00 PM
Thursday, April 28, 2022	1:00 PM
Thursday, May 12, 2022	1:00 PM
Thursday, May 26, 2022	1:00 PM
Thursday, June 9, 2022	1:00 PM
Thursday, June 23, 2022	1:00 PM
Thursday, July 14, 2022	1:00 PM
Thursday, July 28, 2022	1:00 PM

August Recess

Thursday, September 15, 2022	1:00 PM
Thursday, September 29, 2022	1:00 PM
Thursday, October 13, 2022	1:00 PM
Thursday, October 27, 2022	1:00 PM
Thursday, November 10, 2022	1:00 PM
Thursday, December 1, 2022	1:00 PM
Thursday, December 15, 2022	1:00 PM; and be it

FURTHER RESOLVED, that the Board shall modify this meeting schedule, as appropriate from time to time, by action of the Board.

At the regular meeting held on October 28, 2021
Passed by the following vote:

Ayes: Commissioners Colbruno, Lee, Leslie, Martinez, Story and President Cluver – 6

Abstain: Commissioner Butner – 1

Noes: – 0



**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION NO. 21-77

RESOLUTION DETERMINING THAT CONDUCTING IN-PERSON MEETINGS OF THE BOARD OF PORT COMMISSIONERS WOULD PRESENT IMMINENT RISKS TO ATTENDEES' HEALTH, AND ELECTING TO CONTINUE CONDUCTING MEETINGS USING TELECONFERENCING IN ACCORDANCE WITH CALIFORNIA GOVERNMENT CODE SECTION 54953(e), A PROVISION OF AB-361.

WHEREAS, the Board of Port Commissioners ("Board") of the City of Oakland ("City") has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; and

WHEREAS, the ongoing spread of SARS-CoV-2 and the resulting Coronavirus Disease ("COVID-19") is a pandemic posing an imminent and serious threat to health and safety of the public, the Port and its employees, customers, tenants, contractors, and other stakeholders; and

WHEREAS, on January 30, 2020, the World Health Organization declared the COVID-19 outbreak a Public Health Emergency of International Concern, and on January 31, 2020, the U.S. Department of Health and Human Services declared a Public Health Emergency for the United States; and

WHEREAS, on March 4, 2020, the Governor of the State of California proclaimed a State of Emergency in response to the threat posed by COVID-19 and issued various Executive Orders in response to such threat, and such declaration has not been lifted or rescinded; and

WHEREAS, on March 9, 2020, the City Administrator in his capacity as the Director of the Emergency Operations Center ("EOC"), issued a proclamation of local emergency due to the spread of COVID-19 in Oakland, and on March 12, 2020, the City Council passed Resolution No. 88075 C.M.S. ratifying the proclamation of local emergency pursuant to Oakland Municipal Code (O.M.C.) section 8.50.050(C); and

WHEREAS, City Council Resolution No. 88075 remains in full force and effect to date; and

WHEREAS, on March 23, 2020, the Executive Director declared an emergency determining that the COVID-19 pandemic posed a threat to the health and safety of Port employees and the safe efficient operation of critical Port operations ("Executive Director's Declaration of Emergency"); and

WHEREAS, on March 26, 2020, the Board ratified the Executive Director's Declaration of Emergency and found that the COVID-19 pandemic constituted a condition of "extreme emergency" or "emergency" for the purposes of all Board-approved policies that affect Port operations, including, without limitation, the By-Laws, the Purchasing Ordinance, the Personnel Rules and Procedures of the Port of Oakland, the Employer-Employee Relations Ordinance, and the Rules and Regulations for Oakland International Airport ("Airport Rules and Regulations"), the Meyers-Milias-Brown Act ("MMBA"), and the Charter; and

WHEREAS, the Centers for Disease Control ("CDC") recommends physical distancing of at least six (6) feet whenever possible, avoiding crowds, and avoiding spaces that do not offer fresh air from the outdoors, particularly for people who are not fully vaccinated or who are at higher risk of getting very sick from COVID-19; and

WHEREAS, the CDC recommends that people who live with unvaccinated people avoid activities that make physical distancing hard; and

WHEREAS, the CDC recommends that older adults limit in-person interactions as much as possible, particularly when indoors; and

WHEREAS, the CDC, the California Department of Public Health, and the Alameda County Public Health Department all recommend that people experiencing COVID-19 symptoms stay home; and

WHEREAS, Article 7 of the Charter of the City of Oakland ("Charter") vests in the Board the exclusive control and management of the Port Department including, among other things, the complete and exclusive power to: "sue and defend in the name of the City in all actions and proceedings wherein there is involved any matters within the jurisdiction of the Board" (706(1)), "have control and jurisdiction of...the 'Port Area'" (706(4)), "expend all funds necessary to the carrying out of the powers and duties [expressed in Article 7 of the Charter]" (706(26)), and "do and perform any and all other acts and things which may be necessary and proper to carry out the general powers of the City, or any provisions of [Article 7 of the Charter]" (706(30)); and

WHEREAS, holding in-person meetings may encourage community members to come to Port facilities to participate in local government, and some of them would be at high risk of getting very sick from COVID-19 and/or would live with someone who is at high risk;

WHEREAS, currently, the Port's facilities for public meetings do not have the technological capability for members of the public to attend via teleconference or remote at the same time that the Board and Port staff are physically located in the Board meeting room, which would restrict the ability of older individuals, individuals with COVID-19 symptoms, and unvaccinated individuals to fully participate in Board meetings, including offering public comment on items of interest to those individuals; and

WHEREAS, on September 30, 2021, the Board passed Resolution No. 21-66 containing the same provisions as contained herein; 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 herein and in testimony received, the Board finds and determines that:

- A. 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 the proposed actions will not have a significant effect on the environment and therefore is not a "project" under CEQA.
- B. Based on the findings above and consistent with federal, state, and local health guidance, it has been determined that conducting in-person meetings would pose imminent risks to the health of certain attendees who may not be able to fully participate in the Board meetings remotely if the Board and Port staff meet in person given the Port's current technological capability.
- C. The community's health and safety risks and the community's right to participate in local government are both critically important and the Port will balance these interests by continuing to use teleconferencing to conduct public meetings, in accordance with California Government Code Section 54953(e), a provision of California Assembly Bill 361 ("AB 361").

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

At the regular meeting held on October 28, 2021

Passed by the following vote:

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

Noes: – 0