SUPPLEMENTAL

EXHIBIT A TO PORT ORDINANCE NO. 4599

BY-LAWS AND ADMINISTRATIVE RULES

BOARD OF PORT COMMISSIONERS

ARTICLE I.

Chapter 2.01 By-Laws and Administrative Rules

Section 2.01.010 Definitions

The following words and phrases whenever used in this Chapter shall be construed as defined in this Section.

- "Appointing Authority" means appointments to certain positions and places of employment by a designated Direct-Reporting Officer.
- "APs" means administrative policies and procedures of the Port of Oakland.
- "Below Standard Security Deposits" means security deposit amounts less than the minimum standard provided in Port's APs, which, as of the date of adoption of this Chapter 2.01, is based on the customer's credit rating and shall generally be equal to three months' of average monthly billings or payments due under the agreement.
- "By-Laws" means the provisions of this Chapter 2.01.
- "Department heads" means, for the purposes of these By-Laws and Section 902(c) of the Charter, any Assistant or Deputy Executive Director, and the directors of the divisions or departments, including (if applicable) maritime, aviation, commercial real estate, finance and administration, engineering, social responsibility, communications, government affairs, information technology, environmental programs and planning, and human resources, or any other additional or replacement positions or places of employment designated as "department head" under the applicable resolution or ordinance of the Board.
- "Development Code" means Port Ordinance No. 4155, as amended, and as it may be further amended or superseded, or incorporated into this Code.
- "Direct-Reporting Officers" means the Executive Director, Port Attorney, Secretary of the Board, and Port Auditor.

- "Leases" means Port leases, license and concession agreements, or other occupancy agreements.
- "Legal Assistants" means Assistant Port Attorneys, Deputy Port Attorneys, legal assistants, legal secretaries, legal clerks, and legal/public records specialists.
- "Master Fee Schedule" means Port Ordinance No. 3859, as amended, and as it may be further amended or superseded, or incorporated into this Code.
- "Parliamentary Procedures" means the *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* 2012, as it may be updated from time to time.
- "Port Entities" means the City, the Port, the Board, or any of their officers or employees when relating to actions within their scope of employment, pertaining to matters within the jurisdiction of the Board.
- "Purchasing Ordinance" means Port Ordinance No. 4576, as it may be amended or superseded, or adopted into this Code.
- "Rules for Public Participation" means Chapter 2.05 of this Code.
- "Short-Term Agreements" means short-term leases, licenses, license and concession agreements, space/use permits, or similar grants of the right of entry for use or occupancy of Port property.
- "Standard Rent" means specific tariffs, rates, charges, or target rents that apply to tenancies on Port property.
- "Storm Water Ordinance" means Port Ordinance No. 4311, as it may be amended or superseded, or adopted into this Code.
- "Sunshine Ordinance" means Chapter 2.06 of this Code.

Section 2.01.010 Section 2.01.020 General Provision-

Under the Charter-of the City of Oakland ("Charter"), the Board of Port Commissioners ("Board"), the Board shall have the complete and exclusive power, and it shall be its duty for and on behalf of the City-of Oakland ("City"), to undertake the actions specified in subsections (1) through (30) of Section 706 of the Charter or as otherwise provided in the Charter, including complete and exclusive control and management of the Port Department. — Subject only to the provisions of the Charter and applicable superior laws of the State of California or of the United States of America-("Law"), these By-Laws and Administrative Rules ("By-Laws") shall govern the organization of the Port Department, proceedings of the Board, and the conduct of its business. The Board reserves to itself all of its Charter powers to carry out its duties and obligations unless any such power is expressly delegated as set forth in these By-Laws.

^{*} The Port Department is otherwise known as the Port of Oakland or the City of Oakland, a municipal corporation, acting by and through its Board of Port Commissioners ("Port").

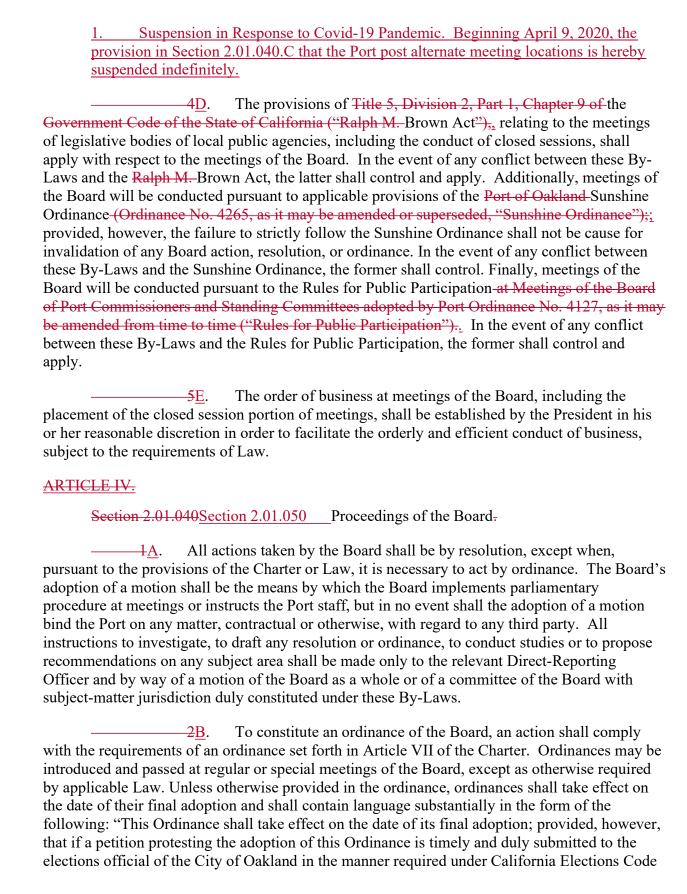
ARTICLE II.

Section 2.01.020 Section 2.01.030 Members and Officers - Elections-

-**1**A. The Board shall consist of seven Commissioners, including a President, First Vice President, and Second Vice President. The President, First Vice President, and Second Vice President -2B. shall be elected by majority vote of the Board from among members of the Board at the first meeting held during the month of July in each year. Unless the Board adopts a different election method by unanimous vote, the nominations and elections for each of the three Board officers shall be conducted in turn separately in the following order: President, First Vice-President, and Second Vice-President. Candidates not prevailing in the election for one office may be nominated and voted on for another office. The current President shall call for nominations from the floor, including self-nominations, which shall be recorded in the order received, and which shall not require a second. When nominations for each office are completed, voting on each nominee shall be conducted by voice vote in the order the nominations were received and the first nominee to receive a majority vote shall be elected. At the conclusion of the election of all officers, the Board will ratify the results by resolution. ARTICLE III. Section 2.01.030 Section 2.01.040 Meetings. Regular meetings of the Board shall be held in the Port Building, 530 Water Street, in the City of Oakland, unless the Board designates and notices another location pursuant to Article III, Section 3 hereof 2.01.040, Subsection C. The Board shall set a regular meeting schedule by resolution or motion which may be amended from time to time by the Board. The formal regular meeting, at which motions, resolutions, or ordinances may be adopted and public hearings may be conducted, shall be held in the Board Room, located on the Second Floor of the Port Building (with the closed session portion of the meeting held in the adjacent Courtyard Conference Room), unless another location has been selected, and shall commence upon the Board Roll Call establishing a quorum of the Board in accordance with Article III. Section 2 hereof. 01.040, Subsection B. Suspension in Response to Covid-19 Pandemic. Beginning April 9, 2020, the provision in Section 2.01.040.A that Board meetings take place in the Port Building is hereby suspended indefinitely. -2B. Four Board Commissioners shall constitute a quorum for the transaction of business, and four affirmative votes shall be required to pass any ordinance, resolution, or motion, or such other greater numbers of votes as are required by the Charter or other applicable Law. Whenever a meeting of the Board shall be held at a place other -3C. than the Board Room, in addition to other applicable legal requirements, public notice of the

place of such meeting and subjects to be discussed shall be posted in the public notice cabinet in

the lobby of the Port Building for a period prior to such meeting as required by Law.



- § 9237, the effective date of this Ordinance shall be suspended, and all actions authorized by this Ordinance shall be null and void." Failure to include in the ordinance language substantially in the form above-quoted shall not be grounds for invalidating the ordinance and the ordinance shall be deemed to become effective upon the date of its final adoption unless a petition protesting the adoption of the ordinance is timely and duly submitted to the elections official of the City of Oakland in the manner described above.
- <u>3C</u>. To constitute a resolution of the Board, an action shall be evidenced by a document entitled "Resolution" and signed or initialed by the Port Attorney (which signature or initial may be in electronic form authorized by the Port Attorney).
- 4D. A record of the vote on any ordinance, resolution, or motion shall be made by "ayes," "noes," "abstained," "excused," or "recused," in the minutes of the Board. Any recusal of or by a member of the Board shall be recorded along with the stated cause or reason for the recusal.
- and with such dispatch as may be mutually agreeable to the members of the Board. To the extent practicable, *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* (2012) as it may be updated from time to time ("Parliamentary Procedures") will govern the parliamentary procedures of the Board, except to the extent any such Parliamentary Procedure is inconsistent with these By-Laws, any Board-adopted rules and procedures, the Charter, or Law. No resolution or ordinance shall be considered, or other action taken until the same has been duly moved, seconded, and carried, individually or as a group. All ordinances and resolutions passed by the vote of the members of the Board present at any meeting shall be deemed to have been moved, seconded, and passed in due form. No action of the Board shall be invalidated by reasons of noncompliance with the Parliamentary Procedures.
- Except as otherwise may be required by the Charter, Law or resolution or ordinance of the Board, whenever the Board has approved and authorized execution for and on behalf of the Board of any contract, the Executive Director shall be authorized to execute, and the Secretary of the Board to attest, if necessary, the contract for and on behalf of the Board subject to the approval of the Port Attorney as to form and legality.
- ——7G. No contracts, including any contract with respect to any lease, development, or use of any Port property, shall be binding on the Board or the Port unless approved by resolution, or by an ordinance when an ordinance is required by the Charter or Law, or unless otherwise provided by Port ordinance or these By-Laws. Except as expressly provided in the written contract approved by resolution or ordinance of the Board, or in the resolution or ordinance itself, no agreement approved by the Board may be modified except in accordance with such written contract, a resolution, or an ordinance.

will not require presentation of an Agenda Report for the individual or collective permit items. Building permits for work included in a project which has previously been given approval, including any approvals under CEQA, by resolution or ordinance of the Board may also be included in said blanket resolution without the presentation of a separate Agenda Report; provided the work is consistent with project design, as approved by the Board.

ARTICLE V.

Section 2.01.050 Section 2.01.060 Committees-

1<u>A</u>. The Board may at any time convene as a Committee of the Whole and may designate by resolution standing committees of its members. The Board hereby delegates to the President the authority to designate and appoint the members of the standing committees and the chairs of such committees (which members shall total no more than three including the chair).

- 2B. The President or Board (by resolution) may from time-to-time designate and appoint members and chairs of such other ad hoc committees consistent with the Ralph M. Brown Act to assist in the transaction of the business of the Board.
- and formulate recommendations on matters referred to it by the President or by the Board. In the course of its investigation and formulation of recommendations to the Board, it shall consult with the Executive Director or, to the extent necessary, other Direct-Reporting Officers. Each committee shall meet from time-to-time, as its responsibilities require and upon the call of the committee's chair. Each committee shall report to the Board at a regular or special meeting a summary of all matters considered and its findings and recommendations thereon.

ARTICLE VI.

Section 2.01.060 Section 2.01.070 President-

The President shall be the presiding officer of the Board, shall preside at all meetings of the Board, and shall have the right to vote on all questions. The President shall see that the laws of the City pertaining to the activities of the Port and the actions of the Board are faithfully executed, and shall exercise such other powers and perform such other duties consistent with the office of the Presidency as may be conferred upon the President by the Board, the Charter, or otherwise by Law.

The President may, subject to legal requirements, call meetings of the Board and shall call a meeting upon the written request of three Commissioners. The President, in consultation with the Executive Director, may withdraw from consideration any item appearing on the Board Agenda.

<u>3C</u>. In the absence of any Board member of a standing committee, if such a committee has been established, the President may designate another Commissioner to substitute for the absent member for that meeting.

	<u> 4D</u> . ∃	The President sha	ll sign all ord	linances and si	uch contracts,	
drawings, plans, and	other doc	uments required t	to be signed f	for and in the r	name of the Bo	oard
unless otherwise pro	vided for i	n these By-Laws	, resolution, o	or ordinance of	f the Board.	

ARTICLE VII.

Section 2.01.070 Section 2.01.080 First Vice President and Second Vice President-

The First Vice President shall, in case of the absence, disability, resignation, or removal of the President, act in the President's place and stead and perform the duties of such office. In case of the absence, disability, resignation, or removal of both the President and First Vice President, the Second Vice President shall act in the place and stead of the President or First Vice President.

ARTICLE VIII.

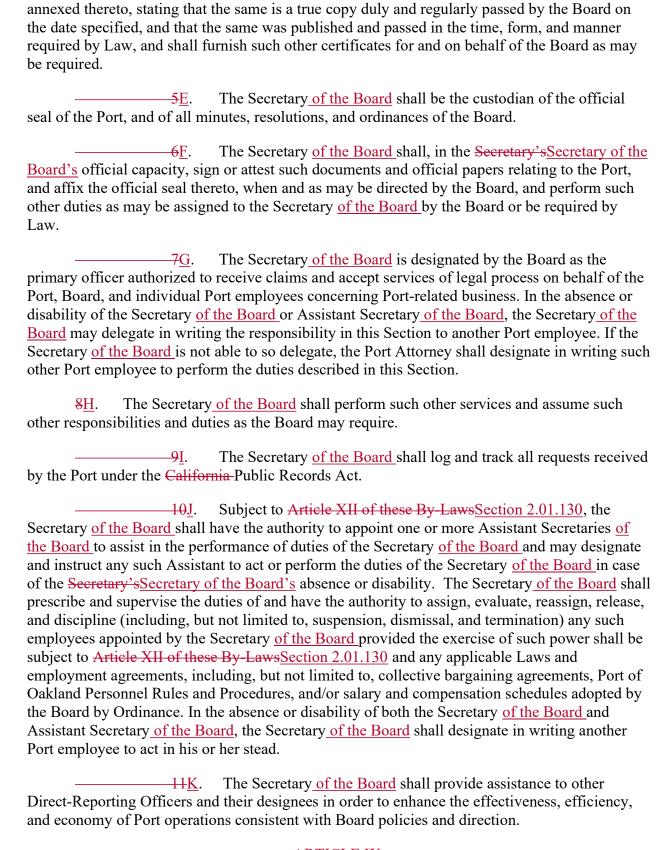
Section 2.01.080 Section 2.01.090 Secretary- of the Board

The Secretary of the Board shall personally, or through the Assistant Secretary of the Board, attend all meetings of the Board and keep a true and correct record of all of its proceedings and the minutes of all meetings, which minutes shall include the number and title of all resolutions passed by the Board and a record of the vote thereon. The minutes shall also include the title of all ordinances passed by the Board, the number of the ordinance at the time of its final adoption, and a record of the vote thereon upon its passage to print and final adoption. Original copies of minutes, bearing the signature of the Secretary of the Board (which signature may be in electronic form authorized by the Port Attorney) and approval stamp of the Board, shall, following approval, be kept in permanent volumes entitled "Minute Book." Copies of such approved minutes shall also be made and kept in an electronic format available to the public.

2B. The Secretary of the Board shall keep intact the original copy of, and index to, all ordinances adopted by the Board. The original copy of all ordinances shall contain a record of the vote or other action of the members of the Board and shall be signed by the President, be attested by the Secretary of the Board, and bear the approval of the Port Attorney as to form and legality. The Secretary of the Board shall also cause a permanent record to be kept electronically of each ordinance. All ordinances shall be numbered in numerical order, and at all times be open to public inspection. Following the adoption of any ordinance, the Secretary of the Board shall duly certify and file a true copy thereof with the City Clerk on an annual basis.

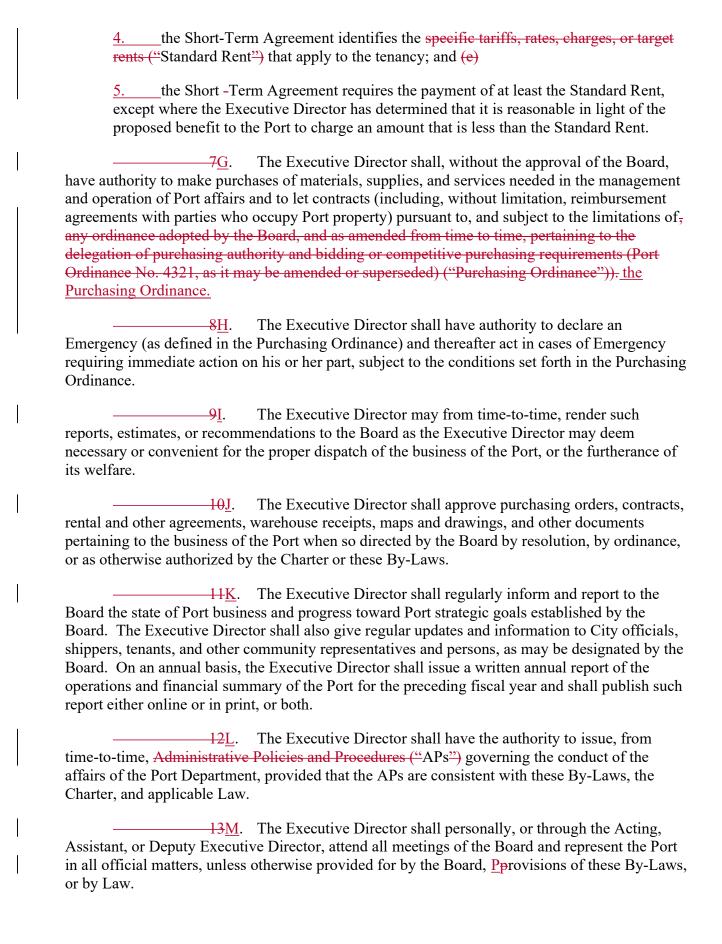
of all resolutions of the Board, with a record thereon of the vote or other action, and when convenient shall keep such documents into permanent records in books entitled "Port Resolutions." The Secretary of the Board shall also cause a permanent record to be kept electronically of each resolution. All resolutions shall be numbered in numerical order.

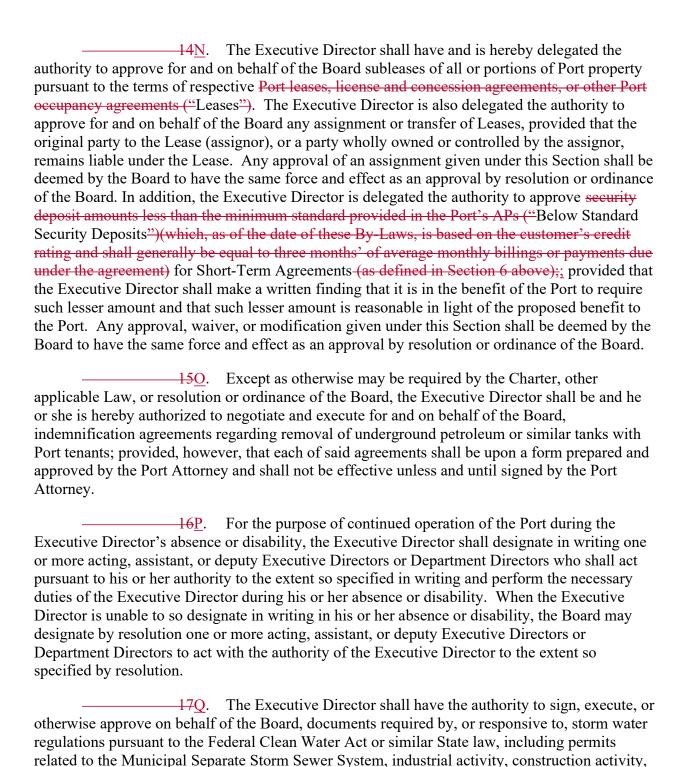
4<u>D</u>. The Secretary of the Board shall, whenever required, prepare copies of any ordinance or resolution, with the Secretary's Secretary of the Board's certificate



Section 2.01.090 Section 2.01.100 Executive Director-

1A. The Board shall appoint the Executive Director by resolution. The Executive Director shall be the chief executive and administrative officer of the Port and is the Executive Director employed and appointed in accordance with Section 706(21) of the Charter. The Executive Director shall be in charge of the Port's business and properties and shall be responsible for its efficient and economical administration. The Executive Director shall, as directed by the Board, carry out its policies and projects.
another Direct-Reporting Officer, the Executive Director, for and on behalf of the Board and subject to Article XII of these By-LawsSection 2.01.130, shall have the power and it shall be his/her duty to employ and appoint (including making all permanent, temporary, and provisional appointments) such other officers, employees, and agents as may be necessary in the efficient and economical carrying out of Port functions. The Executive Director shall prescribe and fix the duties, authority, and compensation of, and have the authority to assign, evaluate, reassign, release, and discipline (including, but not limited to, suspension, dismissal, and termination) any such employees appointed by the Executive Director provided the exercise of such power shall be subject to Article XII of these By-LawsSection 2.01.130 and any applicable Laws and employment agreements, including, but not limited to, collective bargaining agreements, Port of Oakland Personnel Rules and Procedures, and/or salary and compensation schedules adopted by the Board by Ordinance.
3C. The Executive Director shall prepare, or cause to be prepared, estimates, plans, specifications, and drawings required for the Board, and act as purchasing agent for all the divisions of the Port.
4D. The Executive Director shall enforce all resolutions and ordinances adopted by the Board relative to regulations, operation, and control of the "Port Area" (as defined in Section 706(4) of the Charter), and the operation and management of the Port and its facilities.
5 <u>E</u> . The Executive Director shall supervise and manage the construction and maintenance work authorized or ordered by the Board.
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1the permitted use is consistent with the public trust and all applicable Law; (b)
2. the Short-Term Agreement is made in writing and in a form approved by the Port Attorney; (e)
<u>3.</u> the term is no longer than one (1) year (aggregated by including all hold-overs, extensions, and/or renewals); (d)





18. R. When acting pursuant to authority or responsibilities delegated or assigned to him or her pursuant to this Article IXSection 2.01.100 or pursuant to the "Land Use and Development Code for the Oakland Airport Business Park" (as the "permit hearing officer"), the

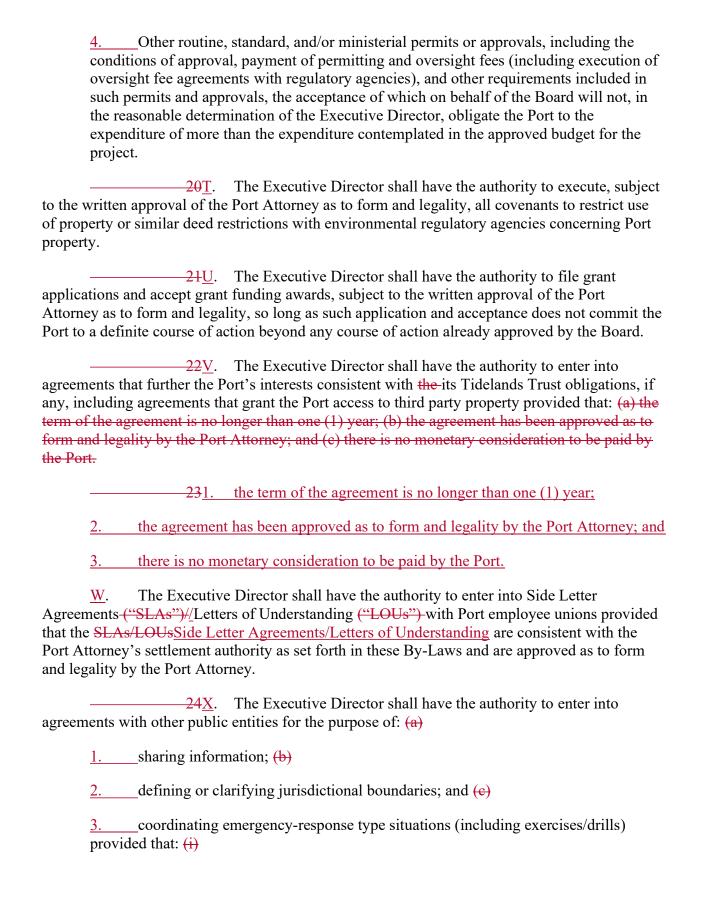
Executive Director shall have the authority to act as the designated decision maker with respect

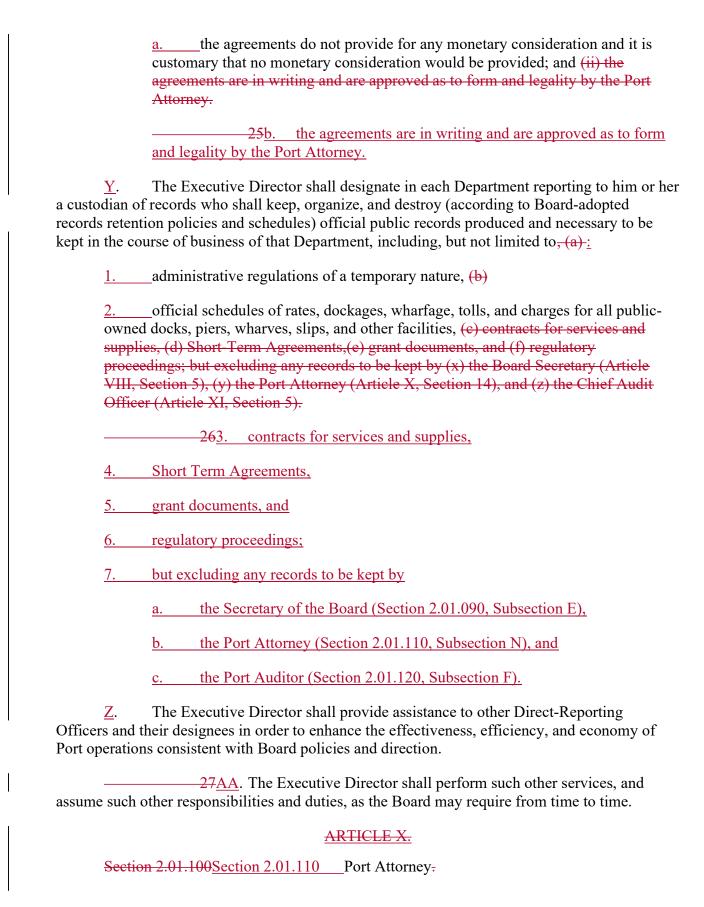
or the Port of Oakland's Storm Water Ordinance (No. 4311, as it may be amended or

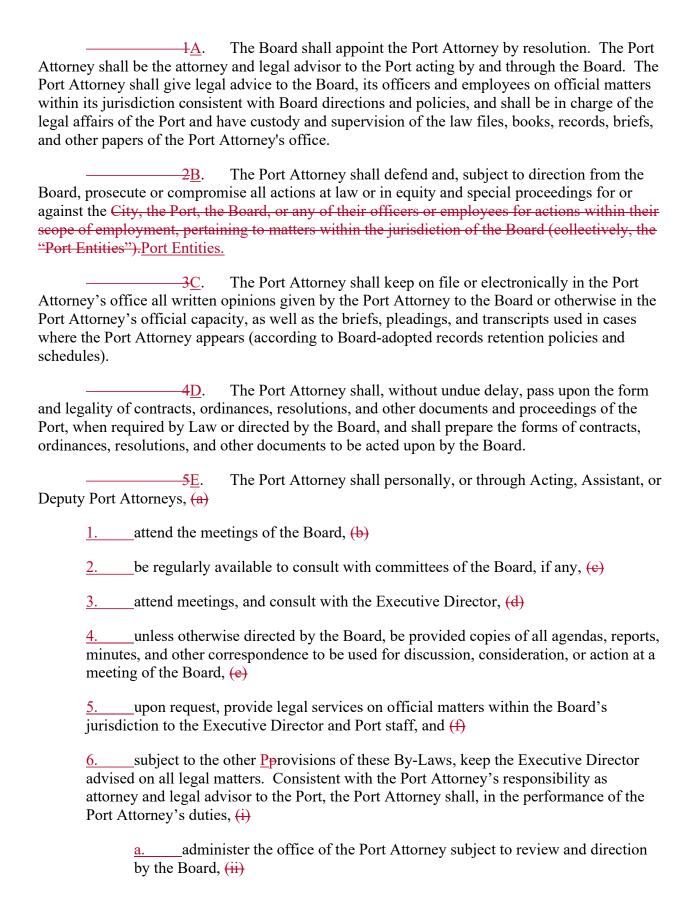
to CEQA on all projects for which the Port is the lead agency. As the decision maker with respect to such delegated action, the Executive Director or his or her designee(s) shall have the authority to adopt and certify Environmental Impact Reports and to approve Mitigated Negative Declarations and Negative Declarations. Consideration of such environmental review documents for approval shall be conducted at noticed public hearings, if and when required by CEQA, chaired by the Executive Director or his or her designee(s). The Executive Director or his or her designee(s) shall take expert testimony (including that of Port staff) and public testimony, consider the issues and concerns presented by the public, and consider the environmental review documents. Any decision to issue, adopt, or approve the CEQA documents shall be announced in a Notice of Decision. Absent an administrative appeal, the decision announced in the Notice of Decision shall become final fifteen (15) calendar days after issuance of the Notice of Decision. Any Pperson may appeal such decision to the Board by filing a written notice of appeal directed to the Secretary of the Board. The written notice shall set forth the specific grounds of the appeal, and the appellant shall pay the associated administrative appeal fee as established in the Port's Engineering Division Master Fee Schedule pursuant to Port Ordinance No. 4065, as it may be amended from time to time. Such administrative appeal shall be filed within fourteen (14) calendar days after issuance of the Notice of Decision. Any failure to timely file an administrative appeal shall be a complete bar to judicial review. Review by the Board of any administrative appeal filed shall be limited to those issues specifically raised in the administrative appeal. The decision by the Board to affirm or to overturn the decision of the Executive Director or his or his designee(s) shall be final. Judicial review of the final decision of the Board shall be limited to those issues raised on administrative appeal.

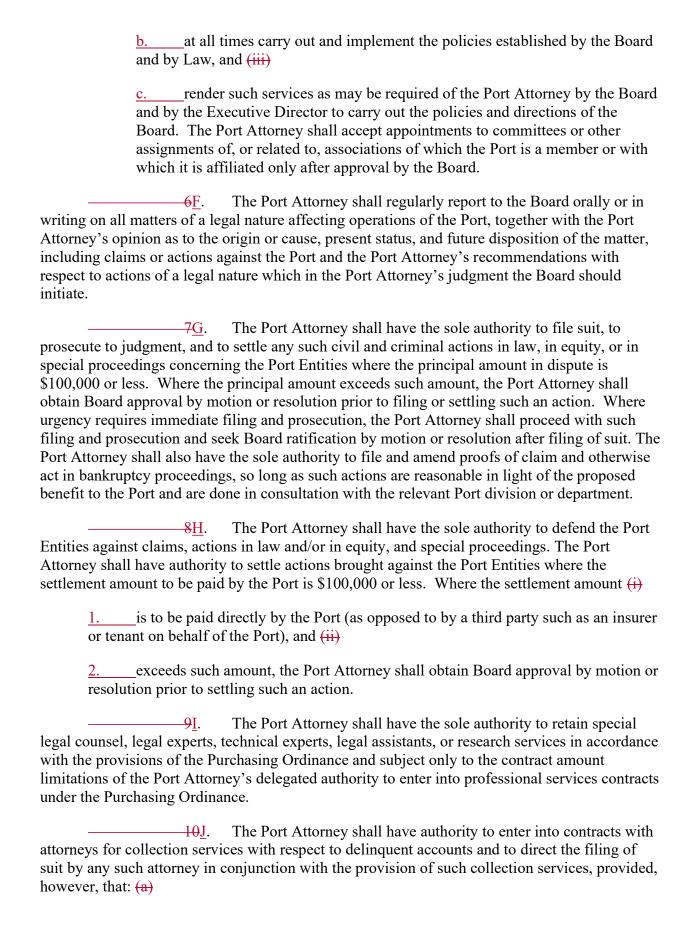
19<u>S</u>. The Executive Director shall have the authority to delegate to one or more Port employees the authority to sign and accept on behalf of the Port regulatory permits and approvals, including the conditions and other requirements contained in such permits and approvals, which are routine, standard, and/or ministerial in nature, and which are approved in writing as to form and legality by the Port Attorney, including the following:

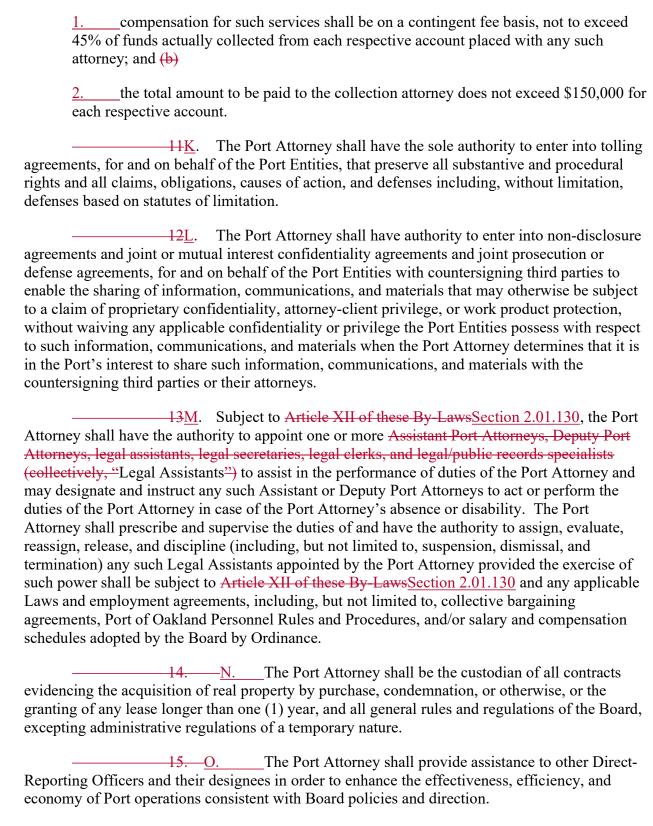
- 1. Routine, standard, and/or ministerial permits or approvals issued by the San Francisco Bay Conservation and Development Commission, the San Francisco Bay Regional Water Quality Control Board, or the United States Army Corps of Engineers for maintenance dredging or for repair of existing structures, including the routine, standard, and/or ministerial conditions and other requirements included in such permits or approvals;
- 2. Routine, standard, and/or ministerial permits or approvals which a federal, state, or other public governing commission, board, or instrumentality has by regulation authorized be issued administratively by its appointed executive director, executive office, or other comparable or lower-level staff, including the routine, standard and/or ministerial conditions and other requirements included in such permits or approvals;
- <u>3.</u> Ministerial permits and approvals, such as a City building permit, including the routine, standard, and/or ministerial conditions and other requirements included in such permits and approvals; and









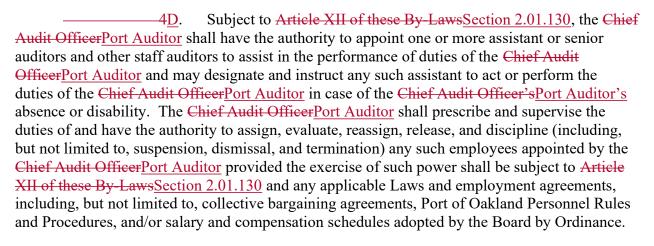


ARTICLE XI.

A. The Board shall appoint the Chief Audit Officer Port Auditor by resolution. The
Chief Audit Officer Port Auditor shall conduct surveys, reviews, and audits of Port operations as
the Chief Audit Officer Port Auditor deems to be in the best interest of the Port and the public,
subject to direction and approval by the Board, or as directed by the Board. For these purposes,
the Chief Audit Officer's Port Auditor's surveys, reviews, and audits shall be objectively
conducted under the guidance of applicable professional auditing standards and may include, but
not be limited to:

- al. Reviewing and appraising the effectiveness, adequacy, and application of accounting, functional, and operating controls and reliability and timeliness of accounting and other data generated within the Port organization;
- b2. Evaluating the Port's internal controls to ensure that the Port's assets and resources are adequately safeguarded from fraud, waste, and mismanagement;
- e3. Ascertaining compliance with the Board's resolutions and policies and the Executive Director's instructions and directives, as well as applicable Law and regulations;
- d4. Conducting investigations of Whistleblower Complaints consistent with applicable Law and Port policies;
- <u>5.</u> Responding to requests for audit and reviews;
- Auditing the records of Port vendors and tenants to ensure compliance with applicable agreements, ordinances, resolutions, and other related Laws and policies; and
- 7. Reporting to the Board as appropriate or as directed by the Board, as part of a deliberative process, on recommendations for corrective actions or for taking action to adopt new policies.
- The Chief Audit Officer Port Auditor shall conduct any other audits and report to the Board, as directed by the Board.
- 3. C. The Chief Audit Officer Port Auditor shall have complete and unrestricted access to the Port's records, systems, physical properties, and personnel relevant and necessary to conduct a survey, review, audit, or Whistleblower Complaint investigation.
 - a. 1. The Chief Audit Officer Port Auditor shall maintain and safeguard the confidentiality of Port records consistent with applicable law and Port policy.
 - b. 2. The Chief Audit Officer Port Auditor shall consult with the Port Attorney about Port records and their confidential status when such records are, or should be, subject to

confidentiality pursuant to the attorney-client privilege and/or attorney work-product doctrine.



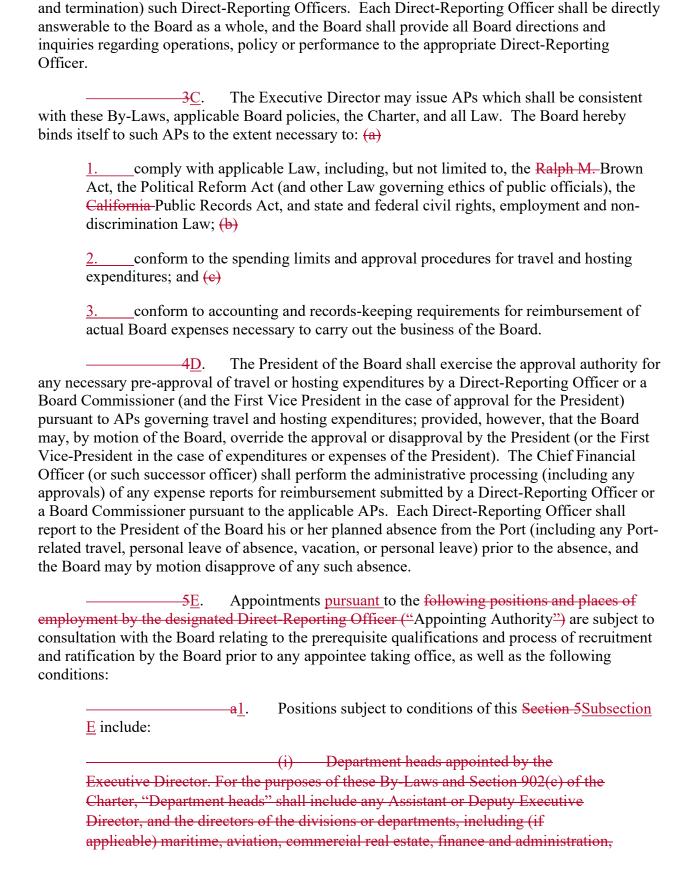
- Attorney relating to any questions of law that may arise in an audit's findings or recommendations; provided that the Port Attorney has no conflict of interest in the audit's findings or recommendations and provided that the content of any audit, audit findings, or audit recommendations shall remain within the professional discretion and reflect the independent professional opinion of the Chief Audit OfficerPort Auditor.
- The <u>Chief Audit Officer Port Auditor</u> shall be the custodian of surveys, reviews, and audits conducted by the Office of Audit Services.
- 7G. The Chief Audit Officer Port Auditor shall provide assistance to other Direct-Reporting Officers, their designees, and Port staff in order to enhance the effectiveness, efficiency, and economy of Port operations consistent with Board policies and direction.

ARTICLE XII.

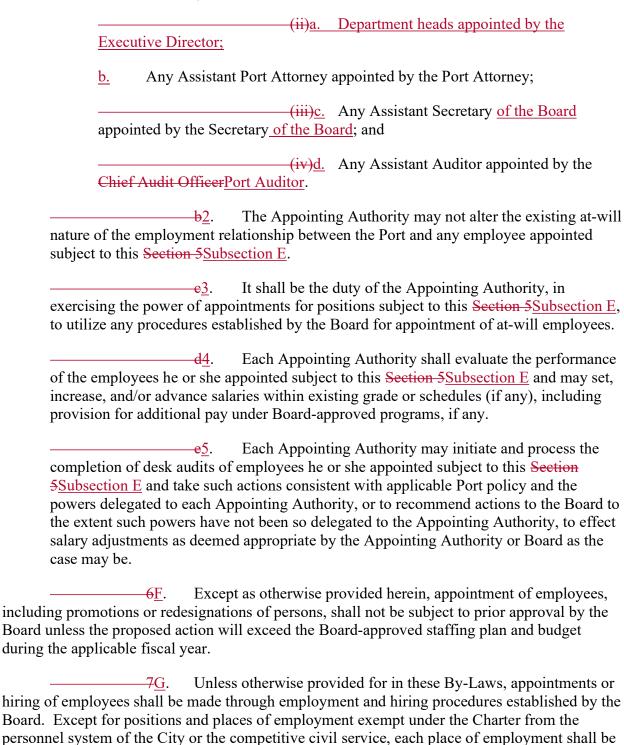
Section 2.01.110 Section 2.01.130 Authorities and Organization-

The proceedings for and the delegations of the powers or duties of the Board shall be set forth in these By-Laws, except that the delegations of powers or duties for specific transactions or for purchasing of goods and services may be provided for in specific resolutions or ordinances. Each of the Direct-Reporting Officers shall cause to be carried out the duties assigned and exercise the powers delegated in these By-laws; provided that each of the Direct-Reporting Officers may exercise his or her delegated powers through his or her designee(s) designated in writing, by regulation, or by published rules and procedures, except where any such authority is personal to the officer pursuant to the Charter, these By-Laws, or Law.

The Board reserves to itself the power and duty to appoint and hire the "Direct-Reporting Officers," who shall be the Executive Director, the Port Attorney, the Secretary, and the Chief Audit Officer, and to prescribe and fix their duties, authority, and compensation, and to release or discipline (including, but not limited to, suspension, dismissal,



engineering, social responsibility, communications, government affairs, information technology, environmental programs and planning, and human resources, or any other additional or replacement positions or places of employment designated as "department head" under the applicable resolution or ordinance of the Board;



assigned a classification, and each appointment shall be made through the employment and hiring procedures provided for in the personnel rules and procedures.
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ARTICLE XIII.
Section 2.01.120 Section 2.01.140 Office Hours.
1 <u>A</u> . The office hours for the executive and administrative offices of the Port shall be from 8:30 a.m. to 5:00 p.m. daily, Monday through Friday, and the number of hours of work for each employee shall be as set forth in the respective resolutions covering the various positions.
2B. The holidays recognized by the Board are those specified by general law of the State of California and, in addition thereto, or in lieu thereof, any holidays specified in Memoranda of Understanding with recognized employee organizations to which the Board is a party; provided that arrangements shall be made with a sufficient number of employees to keep the offices and operations of the Port open for public service, as required.
The Direct-Reporting Officers may in their discretion require their respective offices and divisions to be kept open at other hours and days upon notice to the officers and employees thereof, and the Direct-Reporting Officers may assign alternative hours, other than those office hours set forth in Article XIII, Section 1 above 2.01.140, Subsection A, to certain officers and employees as the interest of the Port require. ARTICLE XIV. Amendments. 1. These By Laws may be amended from time to time by
ordinance of the Board.
Revised: Port Ordinance No.:
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