

**BOARD OF PORT COMMISSIONERS  
CITY OF OAKLAND**

**RESOLUTION APPROVING RETENTION OF ORRICK,  
HERRINGTON & SUTCLIFFE LLP AS BOND COUNSEL IN  
CONNECTION WITH THE PORT'S POSSIBLE 2017 BOND  
REFUNDING TRANSACTION FOR AN AMOUNT NOT TO EXCEED  
\$220,000.**

**WHEREAS**, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item 4.3 dated January 26, 2017, 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 testimony received, the Board hereby finds and determines that the agreement with **Orrick, Herrington & Sutcliffe LLP** constitutes an agreement for obtaining professional, technical, and specialized services that are temporary in nature and that it is in the best interest of the Port to secure such services from **Orrick, Herrington & Sutcliffe LLP**.

**SECTION 2.** The Board hereby:

A. Approves the appointment of **Orrick, Herrington & Sutcliffe LLP**, as Bond Counsel, pursuant to the provisions of Section 6.05 of Port Ordinance No. 867, to render expert assistance to the Port Attorney in connection with the Port's possible 2017 bond refunding transaction in an amount not to exceed \$220,000.

B. Authorizes the Port Attorney to i) execute an agreement with **Orrick, Herrington & Sutcliffe LLP**, and (ii) make such terms, additions, modifications, or corrections as necessary to enter into the agreement or to correct errors, subject to the limitations set forth herein and provided that any such terms, addition, modification, or correction does not exceed the authorized amount herein.

**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.

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