



**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION APPROVING AND AUTHORIZING THE EXECUTIVE DIRECTOR TO ENTER INTO AN AGREEMENT WITH ZDEVCO FOR MARITIME PORT REGISTRY AND TRUCK POSITIONING SYSTEM MANAGEMENT AND MAINTENANCE FOR A MAXIMUM TERM NOT TO EXCEED THREE YEARS, AT A MAXIMUM TOTAL COST OF \$1,100,000.

WHEREAS, the Board has reviewed and evaluated the Agenda Report Item No. 6.1 dated February 14, 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. Based upon the information contained in the Agenda Report and testimony received, the Board hereby finds and determines that:

A. An agreement with **ZDEVCO** will constitute 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 **ZDEVCO**; and

B. The proposal to authorize the Executive Director to enter into contract with ZDEVCO was reviewed in accordance with the requirements of CEQA and Port CEQA Guidelines. Section 15378 of the CEQA Guidelines defines a project by an agency as "an action, which has a potential for resulting in either a direct physical change in the environment, or a reasonably foreseeable indirect physical change in the environment." In particular, per section 15378(b), projects do not include "continuing administrative or maintenance activities" or "organizational or administrative activities of governments that will not result in direct or indirect physical changes in the environment." The proposed action entails continuation of a professional services agreement, with no potential for direct or indirect physical change in the environment.

SECTION 2. The Board hereby:

A. Approves an Agreement with ZDEVCO to provide Maritime Port Registry and Truck Positioning System Management and Maintenance for an initial term of one (1) year commencing on March 1, 2019, with two (2) 1-year Port options to extend the term through February 28, 2021 and February 28, 2022 respectively, for a total maximum compensation not to exceed \$1,100,000 and subject to additional material terms and conditions as further described in the Agenda Report.

B. Authorizes the Executive Director to (i) execute such 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.

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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