

OFFERING MEMORANDUM

Dated May 10, 2019

On December 3, 2018, Orrick, Herrington & Sutcliffe LLP, as Special Tax Counsel to the Board of Port Commissioners of the City of Oakland, California, delivered its opinion that, based upon an analysis of then-existing laws, regulations, rulings and court decisions, and assuming, among other matters, the accuracy of certain representations and compliance with certain covenants, interest on the Series A Notes, Series B Notes, Series D Notes, and Series E Notes (collectively, the “Tax-Exempt Notes”), when issued in accordance with the Tax Certificate and the Commercial Paper Indentures, will be excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the “Code”), except that no opinion was expressed as to the status of interest on any Series A Note or Series D Note for any period that such Series A Note or Series D Note is held by a “substantial user” of the facilities financed or refinanced by the Series A Notes or Series D Notes, or by a “related person” to such a substantial user within the meaning of Section 147(a) of the Code. It was the further opinion of Special Tax Counsel that interest on the Series B Notes and the Series E Notes is not a specific preference item for purposes of the federal alternative minimum tax. Special Tax Counsel also observed that interest on the Series A Notes and Series D Notes is a specific preference item for purposes of the federal alternative minimum tax. Special Tax Counsel was of the further opinion that the amount treated as interest on the Tax-Exempt Notes and excluded from gross income will depend upon the taxpayer’s election under Internal Revenue Notice 94-84. Special Tax Counsel was also of the opinion that interest on the Tax-Exempt Notes, as well as interest on the Series C (Taxable) Notes and Series F (Taxable) Notes is exempt from State of California personal income taxes. Special Tax Counsel expressed no opinion regarding any other tax consequences related to the ownership or disposition of, or the amount, accrual or receipt of interest on, the Tax-Exempt Notes. Special Counsel has not taken and does not intend to take any action to update such opinion or to determine if interest on the Tax-Exempt Notes is presently excluded from gross income for federal income tax purposes. See “TAX MATTERS”.

**NOT TO EXCEED \$150,000,000
PORT OF OAKLAND, CALIFORNIA
COMMERCIAL PAPER NOTES
SERIES A (EXEMPT FACILITY), SERIES B (GOVERNMENTAL) AND SERIES C
(TAXABLE)**

**NOT TO EXCEED \$50,000,000
PORT OF OAKLAND, CALIFORNIA
COMMERCIAL PAPER NOTES
SERIES D (EXEMPT FACILITY), SERIES E (GOVERNMENTAL) AND SERIES F
(TAXABLE)**

The purpose of this Offering Memorandum is to provide certain general information in connection with the issuance and sale by the Board of Port Commissioners of the City of Oakland, California (the “Board”) of its Port of Oakland, California Commercial Paper Notes, Series A (the “Series A Notes”), Series B (the “Series B Notes”), Series C (the “Series C Notes” and, together

with the Series A Notes and the Series B Notes, the “ABC Notes”), Series D (the “Series D Notes”), Series E (the “Series E Notes”) and Series F (the “Series F Notes” and, together with the Series D Notes and the Series E Notes, the “DEF Notes”) (collectively, the “Commercial Paper Notes” or the “Notes”). Capitalized terms used but not defined herein shall have the meanings set forth in the Commercial Paper Indentures (as hereinafter defined).

The information in this Offering Memorandum has been obtained from the Port of Oakland, California (the “Port”), Bank of America, N.A. (“Bank of America”), and other sources believed to be reliable. The ABC Notes are payable from and supported by an irrevocable direct-pay letter of credit issued by Bank of America (the “ABC Letter of Credit”). The DEF Notes are payable from and supported by a second irrevocable direct-pay letter of credit also issued by Bank of America (the “DEF Letter of Credit” and, together with the ABC Letter of Credit, the “Letters of Credit”).

Goldman Sachs & Co. LLC, as the Dealer, has provided the following sentence for inclusion in this Offering Memorandum. The Dealer has reviewed the information in this Offering Memorandum in accordance with, and as part of, its responsibilities to investors under the Federal securities laws as applied to the facts and circumstances of this transaction, but the Dealer does not guarantee the accuracy or completeness of such information.

The references herein to the Senior Lien Indenture, the Intermediate Lien Indenture, the Commercial Paper Indentures, the Commercial Paper Notes, the Letters of Credit, the Reimbursement Agreements, the Issuing and Paying Agent Agreements and the Dealer Agreements (all as defined herein) do not purport to be complete or definitive, do not constitute summaries thereof, and are qualified in their entirety by reference to each such document. The information and expressions of opinion in this Offering Memorandum are subject to change without notice after the date hereof, and future use of this Offering Memorandum shall not otherwise create any implication that there has been no change in the matters referred to in this Offering Memorandum since the date hereof.

Certain statements included or incorporated by reference in this Offering Memorandum constitute “forward-looking statements.” Such statements are generally identifiable by the terminology used such as “plan,” “project,” “expect,” “anticipate,” “intend,” “believe,” “estimate,” “budget” or other similar words. The achievement of certain results or other expectations contained in such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. The Board does not plan to issue any updates or revisions to those forward-looking statements if or when its expectations or events, conditions or circumstances on which such statements are based occur.

This Offering Memorandum is not to be construed as a contract between the Board and the purchasers of the Commercial Paper Notes. Statements contained in this Offering Memorandum which involve estimates, forecasts or matters of opinion, whether or not expressly described herein, are intended solely as such and are not to be construed as representations of fact. No dealer, broker, salesperson or other person has been authorized by the Board to give any information or to make any representations, other than as contained in this Offering Memorandum, and, if given

or made, such other information or representations must not be relied upon as having been authorized by the Board. *Prospective purchasers of the Commercial Paper Notes are expected to conduct their own diligence, review and analysis before making an investment decision.*

THE PORT

The Port is an independent department of the City of Oakland (the “City”). The Port manages three lines of business: Aviation, Maritime and Commercial Real Estate. The Board has exclusive control and management of the Port Area described below, of all Port facilities and property, real and personal, all income and revenue of the Port and proceeds of all Commercial Paper Notes. The Board has the power under Article VII of the Charter of the City (the “Charter”) to fix, alter, change or modify rates, tolls, fees, rentals and charges for the use of Port facilities and any services provided in connection with such facilities. A substantial portion of the Port’s revenues is governed by lease, use, license and other agreements with Port tenants and customers. The Port has only a limited ability to increase revenues under certain of those agreements during their respective terms.

The Port Area extends approximately 19 miles from the border of the City of Emeryville (located immediately north of the San Francisco-Oakland Bay Bridge), south to the border of the City of San Leandro. Port facilities include (a) maritime infrastructure (collectively, the “Seaport”), which consists of (i) marine terminals handling international and domestic cargo, (ii) rail facilities for intermodal and bulk cargo handling, (iii) other properties, including a portion of the former Oakland Army Base (the “OAB”), used for transloading and other logistics facilities, truck staging, container storage and other maritime support services; (b) Oakland International Airport (the “Airport”); (c) commercial, industrial, recreational and other land under lease or available for lease or sale; and (d) certain undeveloped land and water areas. The Port also produces revenues from purchasing, aggregating and selling electricity to its tenants. According to audited financial statements for the Fiscal Year ended June 30, 2018, the Port had approximately \$381.0 million in operating revenues (including utility sales of approximately \$15.4 million), of which the Maritime Division produced approximately 41.9%, the Aviation Division produced approximately 53.6% and the Commercial Real Estate Division produced approximately 4.5%.

Maritime

The Seaport serves as the principal Northern California ocean gateway for international containerized cargo shipments (particularly to and from the Pacific Basin). The Seaport is one of five major gateways for such shipments on the West Coast of North America. The Seaport primarily handles cargo that serves a large local and regional population. The Seaport also competes with other ports primarily for discretionary intermodal rail cargo, which is cargo originating at or bound for inland destinations that could be shipped through any one of several ports. Major ocean carriers (shipping lines) currently serving the Port include: APL, ANL, CMA CGM, COSCO, Evergreen, Hamburg Sud, Hapag-Lloyd, Horizon, Hyundai, Maersk, Matson Navigation, Mediterranean Shipping, Orient Overseas Container Line (“OOCL”), Ocean Network Express (ONE), and Yang Ming. In addition, both western transcontinental (Class I) railroad companies (BNSF Railway and Union Pacific Railroad) also serve the Seaport.

The Port has approximately 1,300 acres of Seaport facilities, which include multiple active marine container terminals (operated by various terminal operators under separate agreements) equipped with deep-water berths that are served by modern container cranes; rail facilities for intermodal and bulk cargo handling; areas for truck staging, container staging/storage and maritime support services; and a portion of the former OAB property, which the Port is working to develop into a trade and logistics center (the “Seaport Logistics Complex”). These facilities are supported by a robust transportation network, which includes an additional intermodal rail facility on private property, deep water navigation channels, and several highways.

In calendar year 2018, the Seaport handled containerized cargo totaling approximately 2.5 million Twenty-foot Equivalent Units (“TEUs”), of which 1.9 million were loaded (full) TEUs. For the period January through February 2019, the Seaport handled 398,178 TEUs, which represents an approximately 1.1% increase from the same period in the prior year, during which the Seaport had handled 394,015 TEUs. The Seaport is the third busiest container port in California, and one of the top 10 container ports in the United States, as measured by the number of TEUs handled, according to calendar year 2018 data released by the American Association of Port Authorities.

Aviation

The Airport is one of three major commercial airports serving the nine-county San Francisco/Oakland/San José metropolitan area (the “Bay Area”). The Airport primarily serves the East Bay counties of Alameda and Contra Costa (collectively, approximately 65% of the Airport’s enplanements) and also serves the City and County of San Francisco (approximately 5% of the Airport’s enplanements), and the North Bay Counties of Marin, Sonoma, Napa and Solano (collectively approximately 15% of the Airport’s enplanements). All of the above figures reflect Airport enplanements for the prior 12 months ending December 2018. The Airport competes with the two other major Bay Area commercial airports, San Francisco International Airport (“SFO”) and Norman Y. Mineta San José International Airport (“SJC”).

Air carriers operating at the Airport fly to destinations within California, across the US, Mexico and seven destinations in Europe. As of May 2019, airlines collectively operate 79 routes to 64 destinations with air carrier competition on 11 routes. There are 21 short-haul (up to 600 air-miles), 27 medium-haul (between 601 and 1,800 air-miles) and 31 long-haul (between 1,800 and 6,254 air-miles) routes, including 16 transoceanic routes to the Hawaiian Islands and Western Europe. The Airport also has significant air cargo service by FedEx and United Parcel Service (UPS), as well as the passenger air carriers.

The Airport’s facilities consist generally of a terminal complex, airfield areas, parking areas, a consolidated rental car center, and air cargo, business, general aviation and maintenance facilities. The Airport’s commercial passenger terminals consist of two terminal buildings, which collectively have approximately 556,000 gross square feet of space and 29 gates, all equipped with loading bridges and joined by a post-security connector corridor. The Airport also has ramp parking and loading/unloading positions. The Airport has a fully-instrumented 10,000-foot main commercial runway, long enough to accommodate all types of commercial passenger and air cargo aircraft. This runway primarily serves commercial air carrier operations and business jet departures. In addition, there are three runways of 6,212 feet, 5,458 feet and 3,376 feet used

primarily for business and general aviation purposes and as a back-up when the main air carrier runway is closed for maintenance or construction.

Both FedEx and UPS operate major cargo facilities at the Airport. In particular, the Airport houses FedEx's West Coast hub for its express package operations, which is among the five largest FedEx hubs in the world. FedEx operates an approximately 220,000 square foot domestic sorting facility and an approximately 100,000 square foot international clearance station along with adjacent aircraft apron on approximately 75 acres. UPS occupies an approximately 49,000 square foot facility where it conducts daily containerized loading activities.

The public vehicle parking facilities at the Airport can accommodate approximately 7,000 vehicles, in the Premier, Hourly, Daily and Economy parking lots. In addition to the public parking spaces, there are approximately 1,700 non-public parking spaces in various lots located at the Airport for use by Airport, airline, tenant, government and vendor/contractor staff.

Other major facilities include: two executive general aviation terminals, a consolidated rental car facility (including maintenance and vehicle storage facilities); ten large aircraft hangars serving corporate and general aviation tenants and customers; and a number of smaller hangars used to house general aviation aircraft

In calendar year 2018, the Airport served approximately 13.6 million passengers, and handled approximately 670 thousand tons of air cargo. For the period January through February 2019, the Airport served 1,835,364 passengers, of which 904,081 were enplaning passengers. This is 0.5% lower than in the same period in 2018. For the period January through February 2019 the Airport handled approximately 101 thousand tons of cargo, which was approximately 1.5% lower than in the same period in 2018. For calendar year 2018, the Airport ranked 37th in the United States in terms of total passengers and 14th in the United States in terms of air cargo tonnage, based on data from the North American Airport Traffic Summary (Top 50 Airports), compiled by the Airports Council International – North America.

Commercial Real Estate Division

Commercial Real Estate includes all Port properties not used or intended to be used for Maritime or Aviation purposes. The major properties are categorized into four distinct geographic areas – Jack London Square, Embarcadero Cove, the Oakland Airport Business Park/Distribution Center and Brooklyn Basin (formerly called Oak-to-Ninth District). Over the last approximately two decades, the Commercial Real Estate Division has leased most of its properties to developers or tenants under long-term ground leases, under which the developer or tenant is responsible for the development, subleasing, operation and maintenance of the improvements on the properties. As a result, the Commercial Real Estate Division's role has changed from property management, or day-to-day management of properties, to an asset management role for the majority of the properties. As an asset manager, the Commercial Real Estate Division oversees the billing and revenue collection from these agreements, monitors compliance with these agreements, and negotiates amendments or new agreements for this portfolio.

Capital Projects

Annually, Port staff prepares a one-year capital budget for the upcoming Fiscal Year, as well as a 5-year capital program known as the Capital Improvement Plan (the “CIP”). The one-year capital budget is further divided into a “Capital Budget – Initial” which consists of funding for projects that have already been reviewed and authorized by the Board, and a separate amount for “Pipeline Projects” which are anticipated to start in the upcoming fiscal year but have not yet received Board approval. In approximately June of each year, the Board approves the Capital Budget – Initial to authorize funding for approved projects, while Pipeline Projects are approved on an individual basis, as the fiscal year progresses.

Proceeds from the sale of the Port’s Commercial Paper Notes will be used primarily to finance and refinance projects or portions of projects described in the Port’s 5-year CIP. To finance its capital program, the Port has previously issued Commercial Paper Notes and long-term revenue bonds, and may issue additional Notes or additional long-term revenue bonds as necessary.

In June 2018, the Board authorized a Fiscal Year 2019 Capital Budget – Initial amount of approximately \$34.7 million and as of March 1, 2019 the Board had authorized a further \$26.1 million of Pipeline Projects. The Port’s capital program can be revised from time to time and projects may be added or removed as the needs of the Port evolve. In addition, completion of projects will depend on the availability of cash, financing, and/or other sources of funding, and no assurance can be given that these sources will be available. The Port’s anticipated major capital projects over the next five years (and possibly beyond) are summarized below. The major capital projects funded by the Port are primarily intended to ensure regulatory compliance, provide life and safety-related improvements, and maintain revenue. The proposed CIP does not currently include significant capacity expansion projects.

Maritime Division – Maritime capital improvements over the next five years comprise \$128.7 million of marine terminal, logistics facility, dredging, utility, security, roadway other infrastructure projects. The 5-year CIP for Fiscal Year 2019-23 includes \$20.3 million to support the Port’s planned Seaport Logistics Complex, \$34.8 million for crane raising, wharf improvements and other projects at the terminals; \$29.0 million for water, sewer and electrical infrastructure projects, and \$19.2 million for roadway improvements. Finally, security and other various improvements total \$25.4 million.

Aviation Division – The current 5-year CIP includes approximately \$361.1 million of projects at the Airport and is divided into several programmatic areas. Approximately \$123.9 million is included for taxiway and hangar apron improvements, airfield signage replacement, pavement improvements, and fire truck vehicle replacement. A further \$52.4 million has been identified to improve the dike separating the Airport’s airfield from San Francisco Bay as well as \$93.8 million for various terminal improvements. Ground access and security improvements have been programmed totaling \$14.0 million and \$17.1 million respectively, while \$17.7 million has been planned for capital replacements and upgrades in hangar and rental car areas of the Airport. Finally, \$31.6 million has been allocated for water, sewer, and electrical infrastructure projects, while \$10.6 million has been apportioned for facilities maintenance, equipment and repair.

Commercial Real Estate Division – There are no current major capital projects planned or underway for the Commercial Real Estate Division.

THE COMMERCIAL PAPER NOTES

The ABC Notes are authorized to be issued pursuant to the Charter and the Trust Indenture dated as of October 1, 1998 between the Board and U.S. Bank National Association (as successor-in-interest to U.S. Bank Trust National Association), as trustee (as amended, the “ABC Indenture”). On May 10, 2019, a third supplement to the ABC Indenture was executed to expand the types of projects that may be financed or refinanced by the ABC Notes after such date, to include any undertaking, facility or item that is permitted to be financed or refinanced by the applicable series of ABC Notes in accordance with the applicable Tax Certificate of the Board. This could include without limitation, projects which may have been previously financed or refinanced with DEF Notes, or projects previously financed or refinanced with one series of ABC Notes (e.g. Governmental Notes) but refinanced by another (e.g. Taxable Notes). A corresponding supplement was also made to the DEF Indenture (see below).

The DEF Notes are authorized to be issued pursuant to the Charter and the Trust Indenture dated as of September 1, 1999 between the Board and U.S. Bank National Association (as successor-in-interest to U.S. Bank Trust National Association), as trustee (as amended, the “DEF Indenture” and, together with the ABC Indenture, the “Commercial Paper Indentures”). On May 10, 2019, a second supplement to the DEF Indenture was executed to expand the types of projects that may be financed or refinanced by the DEF Notes after such date, to include any undertaking, facility or item that is permitted to be financed or refinanced by the applicable Series of DEF Notes in accordance with the applicable Tax Certificate of the Board. This could include without limitation, projects which may have been previously financed or refinanced with ABC Notes, or projects previously financed or refinanced with one series of DEF Notes (e.g. Governmental Notes) but refinanced by another (e.g. Taxable Notes). A corresponding supplement was also made to the ABC Indenture (see above).

The Commercial Paper Notes are being issued to provide moneys to finance or refinance a portion of the costs of acquisition, construction, reconstruction, improvement and expansion of the Port’s marine, airport and other facilities and to pay principal of and interest on maturing Commercial Paper Notes, all as set forth in the Commercial Paper Indentures. The Board may issue an aggregate principal amount of ABC Notes up to \$150 million and an aggregate principal amount of DEF Notes up to \$50 million.

The Commercial Paper Notes (i) will be dated the date of their respective authentication and issuance, (ii) will be issued in book-entry form, only in denominations of \$100,000 and in integral multiples of \$1,000 in excess of \$100,000 and (iii) will each bear interest from their respective dated dates, payable at their respective maturity dates.

The Commercial Paper Notes will be issued as fully registered notes and registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company (“DTC”), New York, New York. Beneficial ownership interests in the Commercial Paper Notes will be available in book-entry form only, and purchasers of the Commercial Paper Notes will not receive certificates representing their interests in the Commercial Paper Notes purchased. While

held in book-entry only form, all payments of principal of and interest on the Commercial Paper Notes will be made by wire transfer to DTC or its nominee as the sole registered owner of the Commercial Paper Notes. Payments to the beneficial owners are the responsibility of DTC and its participants. See Appendix B — “Information Regarding DTC and the Book-Entry System.”

Each Series A Note, Series B Note, Series D Note and Series E Note (i) will bear interest payable at maturity at an annual rate calculated on the basis of a year of 365/366 days and the actual number of days elapsed, not to exceed 12% per annum, (ii) will mature on a Business Day not more than 270 days after its date, but not later than 16 days prior to the date of expiration of the applicable Letter of Credit, and (iii) will be sold at a price of not less than 100% of the principal amount thereof. Each Series C Note and Series F Note (i) will accrete interest payable at maturity at an imputed annual yield calculated on the basis of a 360-day year and the actual number of days elapsed, not to exceed 12% per annum, (ii) will mature on a Business Day not more than 270 days after its date, but not later than 16 days prior to the date of expiration of the applicable Letter of Credit, and (iii) will be sold without coupons at a discounted price designed to produce an imputed yield to maturity at or below the prevailing market yield on comparable taxable commercial paper notes at the time of sale.

THE LETTERS OF CREDIT

The Letters of Credit and the Commercial Paper Notes

The ABC Notes are payable from and supported by the ABC Letter of Credit. The Board’s obligation to reimburse Bank of America for draws on the ABC Letter of Credit are governed by the terms of that certain Reimbursement Agreement dated as of June 13, 2016 (as subsequently amended, the “ABC Reimbursement Agreement”), by and between the Board and Bank of America.

The ABC Letter of Credit is in the original stated amount of \$163,315,069 (the “ABC Original Stated Amount”), which is the sum of (i) the total aggregate principal amount of ABC Notes authorized to be issued under the ABC Letter of Credit, plus (ii) interest thereon at the rate of twelve percent (12%) per annum for a period of 270 days on the basis of a 365-day year. The ABC Letter of Credit will expire by its terms on June 30, 2023.

The DEF Notes are payable from and supported by the DEF Letter of Credit. The Board’s obligation to reimburse Bank of America for draws on the DEF Letter of Credit are governed by the terms of that certain Reimbursement Agreement dated as of June 13, 2017 (the “DEF Reimbursement Agreement” and, together with the “ABC Reimbursement Agreement, the “Reimbursement Agreements”), by and between the Board and Bank of America.

The DEF Letter of Credit is in the original stated amount of \$54,438,357 (the “DEF Original Stated Amount”), which is the sum of (i) the total aggregate principal amount of DEF Notes authorized to be issued under the DEF Letter of Credit, plus (ii) interest thereon at the rate of twelve percent (12%) per annum for a period of 270 days on the basis of a 365-day year. The DEF Letter of Credit will expire by its terms on June 30, 2023.

The ABC Letter of Credit does not secure and is not available for payments in respect of the DEF Notes, and, similarly, the DEF Letter of Credit does not secure and is not available for

payments in respect of the ABC Notes. The Commercial Paper Indentures require the Board to maintain in effect one or more letters of credit meeting their respective requirements as long as the Commercial Paper Notes are outstanding.

Drawings and Substitute Letters of Credit

The Issuing and Paying Agent shall draw upon the applicable Letter of Credit in an amount sufficient to pay both principal of and interest on the Commercial Paper Notes when due. The Board may obtain a substitute letter of credit to replace either Letter of Credit so long as said substitute letter of credit shall go into effect at least one business day prior to the termination of such prior Letter of Credit. The substitution will have no effect on outstanding Commercial Paper Notes, only on Commercial Paper Notes issued on or after the date of substitution. The Issuing and Paying Agent shall deliver written notice to the registered owners of the Commercial Paper Notes at least 30 days prior to the substitution date.

ADDITIONAL SECURITY FOR THE COMMERCIAL PAPER NOTES

The Commercial Paper Notes are special, limited obligations of the Board.

The payment of the principal of, and interest on, the ABC Notes is payable from and secured by a pledge of, lien on and security interest in all Available Pledged Revenues of the Board and all amounts in the funds and accounts created or maintained pursuant to the ABC Indenture, the Issuing and Paying Agent Agreement, dated as of August 1, 2010, as amended, by and between the Board and U.S. Bank National Association, as the Issuing and Paying Agent relating to the ABC Notes (the “ABC Issuing and Paying Agent Agreement”), or any certificate executed and delivered by the Board that makes representations and covenants to reflect the Board’s compliance with applicable provisions of the Internal Revenue Code (a “Tax Certificate”) (except certain Rebate Funds), including earnings on such amounts, subject only to the provisions of the ABC Indenture and the ABC Issuing and Paying Agent Agreement permitting the application thereof for the purposes and on the terms and conditions set forth therein.

The payment of the principal of, and interest on, the DEF Notes is payable from and secured by a pledge of, lien on and security interest in all Available Pledged Revenues of the Board and all amounts in the funds and accounts created or maintained pursuant to the DEF Indenture, the Issuing and Paying Agent Agreement, dated as of August 1, 2010, as amended, by and between the Board and U.S. Bank National Association, as the Issuing and Paying Agent relating to the DEF Notes (the “DEF Issuing and Paying Agent Agreement” and, together with the ABC Issuing and Paying Agent Agreement, the “Issuing and Paying Agent Agreements”) or any Tax Certificate (except certain Rebate Funds), including earnings on such amounts, subject only to the provisions of the DEF Indenture and the DEF Issuing and Paying Agent Agreement, permitting the application thereof for the purposes and on the terms and conditions set forth therein.

The pledges, liens and security interests of the ABC Notes and DEF Notes shall be junior and subordinate, first to the pledge of Pledged Revenues and the lien created thereon by the Senior Lien Indenture in favor of the Senior Lien Bonds, second to the pledge of Pledged Revenues and the lien created thereon by the DBW Loans (defined below) in favor of the Board’s repayment obligations thereunder and third to the pledge of Pledged Revenues and the lien created thereon

by any Subordinate Revenue Bonds Indenture, including the Intermediate Lien Indenture, in favor of the Intermediate Lien Bonds and any other Subordinate Revenue Bonds.

Available Pledged Revenues are defined in the Commercial Paper Indentures as “Pledged Revenues” as defined in the Amended and Restated Master Trust Indenture, dated as of April 1, 2006, between the Board and U.S. Bank National Association as further amended and supplemented from time to time (the “Senior Lien Indenture”) after payment therefrom (i) first, of all amounts required to be paid and then due and payable under the Senior Lien Indenture for the principal, interest, reserve fund and any other debt service requirements or related obligations on any bond issued or incurred pursuant to the Senior Lien Indenture (the “Senior Lien Bonds”) (ii) second, any debt service requirements then due and payable on any loans and any other evidences of indebtedness of the Board owing to the California Department of Boating and Waterways (the “DBW Loans”), and (iii) third, all amounts required to be paid and then due and payable for the principal, interest, reserve fund and any other debt service requirements or related obligations on any bond or other indebtedness issued or incurred pursuant to an indenture or agreement of the Board (a “Subordinate Revenue Bonds Indenture”) and secured in whole or in part by Pledged Revenues on a basis subordinate to the Senior Lien Bonds, but expressly stated to be superior in right to payment of the Commercial Paper Notes (the “Subordinate Revenue Bonds”). Subordinate Revenue Bonds include all bonds and other obligations of the Board (the “Intermediate Lien Bonds”) issued or issuable under that certain Intermediate Lien Master Trust Indenture dated as of October 1, 2007, as further amended and supplemented from time to time, between the Board and U.S. Bank National Association, as trustee (the “Intermediate Lien Indenture”).

“Pledged Revenues” are generally defined under the Senior Lien Indenture as all income, receipts, earnings and revenues of the Board from the operation and/or ownership of the Port, excluding (i) any amounts received from the imposition of ad valorem taxes, (ii) gifts, grants, passenger facility charges and customer facility charges that are restricted by their terms to purposes inconsistent with the payment of debt service, (iii) insurance proceeds to the extent the use of such proceeds are restricted by the terms of the policy under which they are paid to a use inconsistent with the payment of debt service and (iv) revenues of special facilities which revenues are the sole source of payment as to the principal of, and interest on, indebtedness issued or incurred with respect to such special facilities.

The granting of this pledge by the Board does not limit in any manner the rights of the Board to issue or incur any additional obligations payable on a parity with or subordinated in right of payment to the Commercial Paper Notes, or from granting a security interest in the Available Pledged Revenues to any other person in connection with such additional obligations. Additionally, as of May 10, 2019 the Board has outstanding \$622,535,000 principal amount of Senior Lien Bonds, \$3,902,450 principal amount of a DBW Loan, and \$218,255,000 principal amount of Intermediate Lien Bonds. The Commercial Paper Indentures do not restrict the Board’s ability to incur additional Senior Lien Bonds, DBW Loans or Intermediate Lien Bonds, or to incur other Subordinate Revenue Bonds of any kind. The Board may issue additional Senior Lien Bonds, Intermediate Lien Bonds and/or Subordinate Revenue Bonds in the future.

Each of the Senior Lien Indenture and the Intermediate Lien Indenture contains a covenant that the Board will, at all times while any Senior Lien Bonds or Intermediate Lien Bonds,

respectively, are outstanding, establish, fix, prescribe and collect rates, tolls, fees, rentals and charges in connection with the Port so that Pledged Revenues in each fiscal year will be sufficient to pay (a) under the Senior Lien Indenture, principal of and interest on the outstanding Senior Lien Bonds as the same become due and payable in such year and other payments required under the Senior Lien Indenture, and under the Intermediate Lien Indenture, principal of and interest on the outstanding Senior Lien Bonds, DBW Loans, and Intermediate Lien Bonds, in each case as the same become due and payable in such year, and other payments required under the Intermediate Lien Indenture, (b) the Port's ongoing legal obligations to be paid from Pledged Revenues and (c) any operation and maintenance expenses of the Port.

The aforementioned covenants are only enforceable by holders of Senior Lien Bonds and/or Intermediate Lien Bonds and not holders of Commercial Paper Notes. Prospective investors in a series of the Commercial Paper Notes therefore should not base their investment decision on the existence of such covenants.

Neither the faith and credit nor taxing power of the City, the State of California or any public agency, other than the Board to the extent of the Available Pledged Revenues, is pledged to the payment of the principal of, or interest on, the Commercial Paper Notes. The Board has no power of taxation.

If for any reason the Bank fails to make a payment due under either of its Letters of Credit, no assurance can be given that the Board would have sufficient funds on hand and available to make the corresponding payment of principal of and interest on the applicable Commercial Paper Notes. Prospective investors in a series of the Commercial Paper Notes therefore should base their investment decision on the credit standing of the Bank whose Letter of Credit secures that series, rather than the credit standing of the Board.

THE LETTER OF CREDIT BANK

The information in this section has been furnished by the Bank for inclusion herein. The Board cannot and does not make any representation as to the accuracy or completeness of such information or the absence of material adverse changes in such information subsequent to the date hereof.

Bank of America, N.A.

Bank of America, N.A. ("Bank of America") is a national banking association organized under the laws of the United States, with its principal executive offices located in Charlotte, North Carolina. Bank of America is a wholly-owned indirect subsidiary of Bank of America Corporation (the "Corporation") and is engaged in a general consumer banking, commercial banking and trust business, offering a wide range of commercial, corporate, international, financial market, retail and fiduciary banking services. As of December 31, 2018, Bank of America had consolidated assets of \$1.783 trillion, consolidated deposits of \$1.457 trillion and stockholder's equity of \$207.728 billion based on regulatory accounting principles.

The Corporation is a bank holding company and a financial holding company, with its principal executive offices located in Charlotte, North Carolina. Additional information regarding the Corporation is set forth in its Annual Report on Form 10-K for the fiscal year ended December

31, 2018, together with its subsequent periodic and current reports filed with the Securities and Exchange Commission (the "SEC").

The SEC maintains a website at www.sec.gov which contains filings that the Corporation files with the SEC such as reports, proxy statements and other documentation. The reports, proxy statements and other information the Corporation files with the SEC are also available at its website, www.bankofamerica.com.

The information concerning the Corporation and Bank of America is furnished solely to provide limited introductory information and does not purport to be comprehensive. Such information is qualified in its entirety by the detailed information appearing in the referenced documents and financial statements referenced therein.

Bank of America will provide copies of the most recent Bank of America Corporation Annual Report on Form 10-K, any subsequent reports on Form 10-Q, and any required reports on Form 8-K (in each case as filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended), and the publicly available portions of the most recent quarterly Call Report of Bank of America delivered to the Comptroller of the Currency, without charge, to each person to whom this document is delivered, on the written request of such person. Written requests should be directed to:

Bank of America Corporation
Office of the Corporate Secretary/Shareholder Relations
Hearst Tower, 214 North Tryon Street
NC1-027-18-05
Charlotte, NC 28255

PAYMENTS OF PRINCIPAL AND INTEREST ON THE ABC NOTES WILL BE MADE FROM DRAWINGS UNDER THE ABC LETTER OF CREDIT. PAYMENTS OF THE PURCHASE PRICE OF THE ABC NOTES WILL BE MADE FROM DRAWINGS UNDER THE ABC LETTER OF CREDIT IF REMARKETING PROCEEDS ARE NOT AVAILABLE. ALTHOUGH THE ABC LETTER OF CREDIT IS A BINDING OBLIGATION OF BANK OF AMERICA, THE ABC NOTES ARE NOT DEPOSITS OR OBLIGATIONS OF THE CORPORATION OR ANY OF ITS AFFILIATED BANKS AND ARE NOT GUARANTEED BY ANY OF THESE ENTITIES. THE ABC NOTES ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENTAL AGENCY AND ARE SUBJECT TO CERTAIN INVESTMENT RISKS, INCLUDING POSSIBLE LOSS OF THE PRINCIPAL AMOUNT INVESTED.

PAYMENTS OF PRINCIPAL AND INTEREST ON THE DEF NOTES WILL BE MADE FROM DRAWINGS UNDER THE DEF LETTER OF CREDIT. PAYMENTS OF THE PURCHASE PRICE OF THE DEF NOTES WILL BE MADE FROM DRAWINGS UNDER THE DEF LETTER OF CREDIT IF REMARKETING PROCEEDS ARE NOT AVAILABLE. ALTHOUGH THE DEF LETTER OF CREDIT IS A BINDING OBLIGATION OF BANK OF AMERICA, THE DEF NOTES ARE NOT DEPOSITS OR OBLIGATIONS OF THE CORPORATION OR ANY OF ITS AFFILIATED BANKS AND ARE NOT GUARANTEED

BY ANY OF THESE ENTITIES. THE DEF NOTES ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENTAL AGENCY AND ARE SUBJECT TO CERTAIN INVESTMENT RISKS, INCLUDING POSSIBLE LOSS OF THE PRINCIPAL AMOUNT INVESTED.

The delivery of this information shall not create any implication that there has been no change in the affairs of the Corporation or Bank of America since the date of the most recent filings referenced herein, or that the information contained or referred to herein is correct as of any time subsequent to the referenced date.

THE DEALER

The Board has appointed Goldman Sachs & Co. LLC, as Dealer with respect to the offering and sale of the ABC Notes and the DEF Notes pursuant to two separate Dealer Agreements, each dated as of August 1, 2010, as may be amended and supplemented (the “Dealer Agreements”). The Dealer Agreements, among other things, do not require the Dealer to purchase Commercial Paper Notes. Furthermore, pursuant to each of the Dealer Agreements, the Dealer may resign or be replaced by the Board.

TAX MATTERS

Tax-Exempt Notes

On December 3, 2018, Orrick, Herrington & Sutcliffe LLP, Special Tax Counsel to the Board (“Special Tax Counsel”), delivered its opinion that, based upon an analysis of existing laws, regulations, rulings, and court decisions, and assuming, among other matters, the accuracy of certain representations and compliance with certain covenants, interest on the Tax-Exempt Notes, when issued in accordance with the Tax Certificate and the Commercial Paper Indentures, will be excluded from gross income for federal income tax purposes under Section 103 of the Code, except that no opinion was expressed as to the status of interest on any Series A Note or Series D Note for any period that such Series A Note or Series D Note is held by a “substantial user” of the facilities financed or refinanced by the Series A Notes or Series D Notes, or by a “related person” to such a substantial user within the meaning of Section 147(a) of the Code. It was the further opinion of Special Tax Counsel that interest on the Series B Notes and Series E Notes is not a specific preference item for purposes of the federal alternative minimum tax. Special Tax Counsel also observed that interest on the Series A Notes and Series D Notes is a specific preference item for purposes of the federal alternative minimum tax.

Special Tax Counsel was of the further opinion that the amount treated as interest on the Tax-Exempt Notes and excluded from gross income will depend upon the taxpayer’s election under Internal Revenue Notice 94-84. Special Tax Counsel was also of the opinion that interest on the Tax-Exempt Notes is exempt from State of California personal income taxes. A complete copy of the opinion of Special Tax Counsel delivered on June 13, 2017 is set forth in Appendix A-2 hereto.

Special Counsel has not taken, and does not intend to take, any action to update its original opinion delivered on December 3, 2018 or to determine if interest on the Tax-Exempt Notes is

presently excluded from gross income for federal income tax purposes and exempt from State of California personal income tax purposes. Nonetheless, investors should be aware of the following information.

Notice 94-84, 1994-2 C.B. 559, states that the Internal Revenue Service (the “IRS”) is studying whether the amount of the stated interest payable at maturity on short-term debt obligations (i.e., debt obligations with a stated fixed rate of interest which mature not more than one year from the date of issue) that is excluded from gross income for federal income tax purposes should be treated (i) as qualified stated interest or (ii) as part of the stated redemption price at maturity of the short-term debt obligation, resulting in treatment as accrued original issue discount (the “original issue discount”). The Tax-Exempt Notes will be issued as short-term debt obligations. Until the IRS provides further guidance with respect to tax-exempt short-term debt obligations, taxpayers may treat the stated interest payable at maturity either as qualified stated interest or as includable in the stated redemption price at maturity, resulting in original issue discount as interest that is excluded from gross income for federal income tax purposes. However, taxpayers must treat the amount to be paid at maturity on all tax-exempt short-term debt obligations in a consistent manner. Taxpayers should consult their own tax advisors with respect to the tax consequences of ownership of Tax-Exempt Notes if the taxpayer elects original issue discount treatment.

The Code imposes various restrictions, conditions and requirements relating to the exclusion from gross income for federal income tax purposes of interest on obligations such as the Tax-Exempt Notes. The Board has made certain representations and covenanted to comply with certain restrictions, conditions and requirements designed to ensure that interest on the Tax-Exempt Notes will not be included in federal gross income. Inaccuracy of these representations or failure to comply with these covenants may result in interest on the Tax-Exempt Notes being included in gross income for federal income tax purposes, possibly from the date of original issuance of the Tax-Exempt Notes. The opinion of Special Tax Counsel assumed the accuracy of these representations and compliance with these covenants. Special Tax Counsel has not undertaken to determine (or to inform any person) whether any actions taken (or not taken), or events occurring (or not occurring), or any other matters coming to Special Tax Counsel’s attention after December 3, 2018 may adversely affect the value of, or the tax status of interest on, the Tax-Exempt Notes. Accordingly, the opinion of Special Tax Counsel was not intended to, and may not, be relied upon in connection with any such actions, events or matters.

Although Special Tax Counsel was of the opinion that interest on the Tax-Exempt Notes is excluded from gross income for federal income tax purposes and is exempt from State of California personal income taxes, the ownership or disposition of, or the accrual or receipt of amounts treated as interest on, the Tax-Exempt Notes may otherwise affect a beneficial owner’s federal, state or local tax liability. The nature and extent of these other tax consequences depends upon the particular tax status of the beneficial owner or the beneficial owner’s other items of income or deduction. Special Tax Counsel expressed no opinion regarding any such other tax consequences.

Current and future legislative proposals, if enacted into law, clarification of the Code or court decisions may cause interest on the Tax-Exempt Notes to be subject, directly or indirectly, in whole or in part, to federal income taxation or to be subject to or exempted from state income

taxation, or otherwise prevent beneficial owners from realizing the full current benefit of the tax status of such interest. The introduction or enactment of any such legislative proposals or clarification of the Code or court decisions may also affect, perhaps significantly, the market price for, or marketability of, the Tax-Exempt Notes. Prospective purchasers of the Tax-Exempt Notes should consult their own tax advisors regarding the potential impact of any pending or proposed federal or state tax legislation, regulations or litigation, as to which Special Tax Counsel expressed no opinion.

The opinion of Special Tax Counsel was based on then-current legal authority, covered certain matters not directly addressed by such authorities, and represented Special Tax Counsel's judgment as to the proper treatment of the Tax-Exempt Notes for federal income tax purposes. It is not binding on the Internal Revenue Service ("IRS") or the courts. Furthermore, Special Tax Counsel could not give and did not give any opinion or assurance about the future activities of the Board, or about the effect of future changes in the Code, the applicable regulations, the interpretation thereof or the enforcement thereof by the IRS. The Board has covenanted, however, to comply with the requirements of the Code.

Unless separately engaged, Special Tax Counsel is not obligated to defend the Board or the beneficial owners regarding the tax-exempt status of the Tax-Exempt Notes in the event of an audit examination by the IRS. Under current procedures, parties other than the Board and their appointed counsel, including the beneficial owners, would have little, if any, right to participate in the audit examination process. Moreover, because achieving judicial review in connection with an audit examination of tax-exempt bonds is difficult, obtaining an independent review of IRS positions with which the Board legitimately disagrees, may not be practicable. Any action of the IRS, including but not limited to selection of the Tax-Exempt Notes for audit, or the course or result of such audit, or an audit of bonds presenting similar tax issues may affect the market price for, or the marketability of, the Tax-Exempt Notes, and may cause the Board or the beneficial owners to incur significant expense.

Taxable Notes

In the opinion of Special Tax Counsel delivered on December 3, 2018, Special Counsel was of the opinion that interest on the Series C Notes and Series F Notes (together, the "Taxable Notes") is exempt from State of California personal income taxes. Special Tax Counsel expressed no opinion regarding any other tax consequences related to the ownership or disposition of, or the amount, accrual or receipt of interest on, the Taxable Notes. Interest on the Taxable Notes is not expected to be excluded from gross income for federal income tax purposes pursuant to Section 103 of the Code. Prospective investors in the Taxable Notes should consult their own tax advisors to determine the federal, state, local or non-U.S. tax consequences to them from the purchase, ownership and disposition of the Taxable Notes in light of their particular circumstances.

LEGAL MATTERS

Certain legal matters in connection with the authorization and issuance of the Commercial Paper Notes are subject to the approval of O'Melveny & Myers LLP, as Bond Counsel. The form of the opinion delivered by Bond Counsel is attached hereto as Appendix A-1. Bond Counsel has not passed upon the accuracy, completeness or sufficiency of this Offering Memorandum and has

not rendered a legal opinion with respect thereto for the benefit of investors.

Certain legal matters in connection with the authorization and issuance of the Commercial Paper Notes are subject to the approval of Orrick, Herrington & Sutcliffe LLP, as Special Tax Counsel. The form of the opinion delivered by Special Tax Counsel is attached hereto as Appendix A-2. Special Tax Counsel has not passed upon the accuracy, completeness or sufficiency of this Offering Memorandum and has not rendered a legal opinion with respect thereto for the benefit of investors.

Certain legal matters in connection with the Reimbursement Agreements and the Letters of Credit were subject at the time of initial issuance of the Letters of Credit to the approval of McGuireWoods LLP, as special counsel for Bank of America. Certain legal matters in connection with the authorization of the Commercial Paper Indentures and the Commercial Paper Notes were subject to the approval of the Port Attorney of the Port.

RATINGS

Based on the short-term ratings of Bank of America, Standard & Poor's, Moody's Investors Service, Inc. and Fitch Ratings have assigned ratings on the ABC Notes and the DEF Notes of A-1, P-1 and F1+, respectively.

The ratings described above reflect only the views of the respective ratings organizations, and explanations of the significance of such ratings may be obtained only from the agencies at the following addresses: Standard & Poor's Ratings Service, 55 Water Street, 38th floor, New York, New York 10041-0003; Moody's Investors Service, Inc., 7 World Trade Center at 250 Greenwich Street, New York, NY 10007 and Fitch Ratings, 33 Whitehall Street, New York, New York 10004. The Board has furnished to such rating agencies certain information and materials regarding the Commercial Paper Notes and the Port. In addition, Bank of America furnished certain information to such rating agencies regarding the Bank and the Letters of Credit. Generally, rating agencies base their ratings on the information and materials furnished to them and on their own investigations, studies and assumptions. There is no assurance any such ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely by the rating agencies, if in the judgment of such rating agencies, circumstance so warrant. Any such change in or withdrawal of such ratings could have an adverse effect on the market price of the applicable Commercial Paper Notes. The Board undertakes no responsibility to oppose any such change or withdrawal. The above ratings are not recommendations to buy, sell or hold any of the Commercial Paper Notes, and such ratings may be subject to revision or withdrawal at any time by the rating agencies.

ADDITIONAL INFORMATION

Copies of the Senior Lien Indenture, the Intermediate Lien Indenture, the Commercial Paper Indentures, the Letters of Credit, the Reimbursement Agreements and the Issuing and Paying Agent Agreements may be obtained from the Dealer and may also be obtained from the Board at the following address:

Port of Oakland, California
530 Water Street
Oakland, CA 94607
Attention: Chief Financial Officer

Rule 15c2-12 (the “Rule”) under the Securities Exchange Act of 1934 requires the Board to file certain disclosure updates with the Municipal Securities Rulemaking Board’s Electronic Municipal Market Access system (“EMMA”) in connection with the Port’s outstanding revenue bonds only. The Port is not required to submit such disclosure updates with regards to the Commercial Paper Notes. Investors may review such disclosure updates filed with EMMA for general information relating to the Port only, and no further obligation to update or revise the Port’s disclosure filed with the EMMA is created in connection with the Commercial Paper Notes by this reference.

APPENDIX A-1

[FORM OF OPINION OF BOND COUNSEL]

Board of Port Commissioners of
the City of Oakland, California
530 Water Street
Oakland, California

Ladies and Gentlemen:

We are acting as Bond Counsel in connection with the authorization and issuance from time to time by the Board of Port Commissioners of the City of Oakland, California (the “Board”) of its Commercial Paper Notes, Series A, Series B, Series C, Series D, Series E and Series F (individually, the “Series A Notes”, the “Series B Notes”, the “Series C Notes”, “Series D Notes,” the “Series E Notes,” and the “Series F Notes” and, collectively, the “Notes”). In that connection, we have examined the Constitution and statutes of the State of California, Article VII of the Charter of the City of Oakland, California (the “Act”), copies of that certain Trust Indenture, dated October 1, 1998 between the Board and U.S. Bank National Association (as successor-in-interest to U.S. Bank Trust National Association), as trustee (the “ABC Indenture”), and copies of that certain Trust Indenture, dated September 1, 1999 between the Board and U.S. Bank National Association (as successor-in-interest to U.S. Bank Trust National Association), as trustee (the “DEF Indenture” and, together with the ABC Indenture, the “Indentures”). We have also made such other investigations of fact and law as we have deemed necessary. Except as otherwise indicated, capitalized terms used in this opinion and defined in the ABC Indenture or the DEF Indenture will have the meanings given in the ABC Indenture or the DEF Indenture, as applicable.

Based upon the foregoing and subject to the limitations and qualifications in this opinion, we are of the opinion that:

1. The Notes, once issued in duly authorized form, executed by duly authorized officials of the Board and authenticated by the Issuing and Paying Agent, when delivered to and paid for by the purchasers thereof, will constitute legally valid and binding obligations of the Board, enforceable in accordance with their terms and the terms of the applicable Indenture.
2. Each of the ABC Indenture and the DEF Indenture has been duly adopted by the Board and constitutes the legally valid and binding obligation of the Board, enforceable against the Board in accordance with its terms, assuming due authorization, execution and delivery by the other party thereto.
3. The Series A, Series B and Series C Notes, once issued in duly authorized form, will be limited obligations of the Board payable as to both principal and interest from and secured by a pledge of, lien on and security interest in (i) all Available Pledged Revenues and (ii) all amounts in the funds and accounts created or maintained pursuant to the ABC Indenture, the applicable Issuing and Paying Agent Agreement, or any applicable Tax Certificate (except the Rebate Fund), including earnings on such amounts, subject only to the provisions of the ABC

Indenture and the applicable Issuing and Paying Agent Agreement permitting the application thereof for the purposes and on the terms and conditions set forth therein. The Series D, Series E and Series F Notes, once issued in duly authorized form, will be limited obligations of the Board payable as to both principal and interest from and secured by a pledge of, lien on and security interest in (i) all Available Pledged Revenues and (ii) all amounts in the funds and accounts created or maintained pursuant to the DEF Indenture, the applicable Issuing and Paying Agent Agreement, or any applicable Tax Certificate (except the Rebate Fund), including earnings on such amounts, subject only to the provisions of the DEF Indenture and the applicable Issuing and Paying Agent Agreement permitting the application thereof for the purposes and on the terms and conditions set forth therein. The pledges, liens and security interests of the Notes are junior and subordinate first to the pledge of Pledged Revenues and the lien created thereon by the Senior Lien Indenture with respect to Senior Lien Bonds, and second to the pledge of Pledged Revenues and the lien created thereon with respect to DBW Loans and any Subordinate Revenue Bonds. Neither the faith and credit nor the taxing power of the City of Oakland, the State of California or any public agency, other than the Board to the extent of the Available Pledged Revenues, is pledged to the payment of the principal of, or interest on, the Notes. The Board has no power of taxation.

For purposes of the opinions set forth above, we have assumed that the Board will duly authenticate the Notes.

Our opinions in paragraphs (1) and (2) above as to the enforceability of the Notes and the Indentures are subject to (a) bankruptcy, insolvency, reorganization, moratorium or similar laws relating to or affecting creditors' rights generally (including, without limitation, fraudulent conveyance laws), (b) general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief, regardless of whether considered in a proceeding in equity or at law, and (c) the unenforceability under certain circumstances of provisions imposing penalties, forfeitures or an increase in interest rates upon delinquency in payment or the occurrence of a default.

No opinion is expressed herein on the accuracy, completeness or sufficiency of the offering material relating to the Notes.

We further express no opinion as to any Federal or State tax consequences of the ownership of, receipt of interest on, or disposition of the Notes.

You may rely on this opinion as to any Note issued after the date hereof to the extent that, at the date of issuance of such Note, (i) there is no change or proposed change in law from that in effect on the date hereof, (ii) the representations and warranties contained in the applicable Indenture executed and delivered by the Board (and supplements and additions thereto) remain true and correct, (iii) the Board continues to comply with its covenants contained in such documents, and (iv) we continue to serve as Bond Counsel to the Board in connection with the issuance of such Notes.

Respectfully submitted,

APPENDIX A-2

[OPINION OF SPECIAL TAX COUNSEL]



Orrick, Herrington & Sutcliffe LLP

The Orrick Building
405 Howard Street
San Francisco, CA 94105-2669
+1 415 773 5700
orrick.com

December 3, 2018

Board of Port Commissioners of
the City of Oakland, California
530 Water Street
Oakland, California 94607

Re: Port of Oakland, California Commercial Paper Notes (Special Tax Counsel Opinion)

Ladies and Gentlemen:

We have acted as Special Tax Counsel to the Board of Port Commissioners of the City of Oakland, California (the "Board") in connection with the authorization of issuance of its Commercial Paper Notes, Series A, Series B, Series C, Series D, Series E and Series F (individually, the "Series A Notes", the "Series B Notes," the "Series C Notes," the "Series D Notes," the "Series E Notes," and the "Series F Notes" and, collectively, the "Notes"). The Notes are authorized to be issued pursuant to Article VII of the Charter of the City of Oakland, California (the "Act"), a Trust Indenture, dated October 1, 1998, as supplemented and amended, including as supplemented and amended by a Second Supplemental Trust Indenture, dated as of June 1, 2017, between the Board and U.S. Bank National Association (as successor-in-interest to U.S. Bank Trust National Association), as trustee (as supplemented and amended, the "ABC Indenture"), and a Trust Indenture, dated September 1, 1999, as supplemented and amended by a First Supplemental Trust Indenture dated as of June 1, 2017, between the Board and U.S. Bank National Association (as successor-in-interest to U.S. Bank Trust National Association), as trustee (as supplemented and amended, the "DEF Indenture" and, together with the ABC Indenture, the "Indentures"). Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Indentures.

In such connection, we have reviewed the Indentures, the Tax Certificate of the Board, dated the date hereof (the "Tax Certificate"), an opinion of O'Melveny & Myers LLP, Bond Counsel to the Board, dated June 13, 2016 (the "Bond Counsel Opinion"), certificates of the Board and others and such other documents, opinions and matters to the extent we deemed necessary to render the opinions set forth herein. In rendering the opinions expressed herein, we expressly have relied on the Bond Counsel Opinion that, among other matters, the Notes are valid, binding and enforceable in accordance with their terms. We call attention to the fact that the interest on the Series A Notes, Series B Notes, Series D Notes, and Series E Notes (the "Tax-Exempt Notes") may not be excluded from gross income for federal income tax purposes or that the interest on the Notes may not be exempt from State of California personal income taxes if the Notes are not valid, binding and enforceable in accordance with their terms.



Port of Oakland, California
Commercial Paper Notes (Special Tax Counsel Opinion)
December 3, 2018
Page 2

The opinions expressed herein are based on an analysis of existing laws, regulations, rulings and court decisions, and cover certain matters not directly addressed by such authorities. Such opinions may be affected by actions taken or omitted or events occurring after the date hereof and before or after Notes are issued. We have not undertaken to determine, or to inform any person, whether any such actions are taken or omitted or events do occur or any other matters come to our attention after the date hereof. Accordingly, this opinion speaks only as of its date and is not intended to and may not, be relied upon or otherwise used in connection with any such actions, events or matters. We disclaim any obligation to update this letter. We have assumed the genuineness of all documents and signatures presented to us (whether as originals or as copies and the due and legal execution and delivery thereof by, and validity against, any parties other than the Board). We have assumed, without undertaking to verify, the accuracy (as of the date hereof and as of each date of issuance from time to time of the Notes) of the factual matters represented, warranted or certified in the documents, and of the legal conclusions contained in the opinion, referred to in the second paragraph hereof. Furthermore, we have assumed compliance with all covenants and agreements contained in the Indentures and the Tax Certificate, including (without limitation) covenants and agreements compliance with which is necessary to assure that future actions, omissions or events will not cause interest on the Tax-Exempt Notes to be included in gross income for federal income tax purposes, possibly retroactive to the date on which the first Tax-Exempt Notes were issued. We call attention to the fact that the rights and obligations under the Notes, the Indentures and the Tax Certificate and their enforceability may be subject to bankruptcy, insolvency, receivership, reorganization, arrangement, fraudulent conveyance, moratorium and other laws relating to or affecting creditors' rights, to the application of equitable principles, to the exercise of judicial discretion in appropriate cases and to the limitations on legal remedies against the Board in the State of California. We express no opinion with respect to any indemnification, contribution, liquidated damages, penalty (including any remedy deemed to constitute a penalty), right of set-off, arbitration, judicial reference, choice of law, choice of forum, choice of venue, non-exclusivity of remedies, waiver or severability provisions contained in the foregoing documents, nor do we express any opinion with respect to the state or quality of title to or interest in any of the real or personal property described in or as subject to the lien of the Indentures or the accuracy or sufficiency of the description contained therein of, or the remedies available to enforce liens on, any such property. Our services did not include financial or other non-legal advice. Finally, we undertake no responsibility for the accuracy, completeness or fairness of the Offering Memorandum or other offering material relating to the Notes and express no opinion with respect thereto.

Based on and subject to the foregoing and in reliance thereon, as of the date hereof, we are of the following opinions:

1. Interest on the Tax-Exempt Notes, when issued in accordance with the Indentures and the Tax Certificate, will be excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), except that no



Port of Oakland, California
Commercial Paper Notes (Special Tax Counsel Opinion)
December 3, 2018
Page 3

opinion is expressed as to the status of interest on any Series A Note or Series D Note for any period that such Series A Note or Series D Note is held by a “substantial user” of the facilities financed or refinanced by the proceeds of the Series A Notes or Series D Notes, or by a “related person” within the meaning of Section 147(a) of the Code. The amount treated as interest on the Tax-Exempt Notes and excluded from gross income will depend upon the taxpayer's election under Internal Revenue Service Notice 94-84.

2. Interest on the Series B Notes and Series E Notes is not a specific preference item for purposes of the federal alternative minimum tax. We also observe that interest on the Series A Notes and Series D Notes is a specific preference item for purposes of the federal alternative minimum tax.

3. Interest on the Notes is exempt from State of California personal income taxes.

We express no opinion regarding other tax consequences related to the ownership or disposition of, or the amount, accrual or receipt of interest on, the Notes.

Faithfully yours,

ORRICK, HERRINGTON & SUTCLIFFE LLP

per

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke at the end.

APPENDIX B

Information Regarding DTC and the Book-Entry System

Portions of the following information concerning DTC and DTC's book-entry system have been obtained from DTC. The information in this Appendix B concerning DTC and DTC's book-entry system has been obtained from sources that the Board and the Dealer believe to be reliable, but the Board and the Dealer make no representation as to, and take no responsibility for, the accuracy or completeness of such information.

The Depository Trust Company ("DTC"), New York, NY, will act as securities depository for the Commercial Paper Notes. The Commercial Paper Notes will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered note will be issued for each series of the Commercial Paper Notes, each initially in the aggregate principal amount of such series, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Commercial Paper Notes under the DTC system must be made by or through Direct Participants, which will receive a credit for the Commercial Paper Notes on DTC's records. The ownership interest of each actual purchaser of each Commercial Paper Note ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as

periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Commercial Paper Notes are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive notes representing their ownership interests in Commercial Paper Notes, except in the event that use of the book-entry system for the Commercial Paper Notes is discontinued.

To facilitate subsequent transfers, all Commercial Paper Notes deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Commercial Paper Notes with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Commercial Paper Notes; DTC's records reflect only the identity of the Direct Participants to whose accounts such Commercial Paper Notes are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Commercial Paper Notes unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Board as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Commercial Paper Notes are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the Commercial Paper Notes will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Issuing and Paying Agent, or the Board, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest on the Commercial Paper Notes to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Board or the Issuing and Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Commercial Paper Notes at any time by giving reasonable notice to the Board or the Issuing and Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, Commercial Paper Note certificates are required to be printed and delivered.

The Board may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In the event of the discontinuance of the book-entry-only system for the Commercial Paper Notes, Commercial Paper Note certificates will be printed and delivered to DTC and the following provisions of the Commercial Paper Indentures will apply: (a) principal of and interest on the Commercial Paper Notes will be payable upon surrender of the Commercial Paper Notes at the principal office of the Issuing and Paying Agent, (b) Commercial Paper Notes may be transferred or exchanged for other Commercial Paper Notes of authorized denominations at the designated office of the Registrar, without cost to the owner thereof except for any tax or other governmental charges, and (c) Commercial Paper Notes will be issued in denominations as described above under “THE COMMERCIAL PAPER NOTES.”