

**BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND**

RESOLUTION APPROVING CONSENT TO CHANGE IN CONTROL IN OWNERSHIP OF FOX RENT A CAR, INC. AND ASSIGNMENT OF SPACE/USE PERMIT FOR NON-EXCLUSIVE RENTAL CAR CONCESSION AND LICENSE AND CONCESSION AGREEMENT AT OAKLAND INTERNATIONAL AIRPORT FROM THE CURRENT SHAREHOLDERS OF FOX RENT A CAR, INC. TO EUROPCAR MOBILITY GROUP.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item No. 2.1 dated October 24, 2019 ("Agenda Report") and related agenda materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; and

WHEREAS, that in acting upon this matter, the Board has exercised its independent judgment based on substantial evidence in the record and adopts and relies upon the facts, data, analysis, and findings set forth in the Agenda Report and in related agenda materials and in testimony received; and

WHEREAS, on May 18, 2017, the Board approved a Space/Use Permit for Non-Exclusive Rental Car Concession and an Amendment to Space/Use Permit for Non-Exclusive Rental Car Concession with Fox Rent A Car, Inc. ("Fox") to operate at the rental car center located at the North Field of Oakland International Airport, and on April 25, 2019, the Board approved a Second Amendment to Space/Use Permit for Non-Exclusive Rental Car Concession (collectively, the "SUP"); and

WHEREAS, on October 7, 2008, the Board approved a License and Concession Agreement with Fox to operate a Quick Turn Around facility located at the North Field of Oakland International Airport, on August 1, 2011, the Board approved a First Supplemental Agreement, on December 1, 2011, the Board approved a Second Supplemental Agreement, on April 11, 2013, the Board approved a Letter Amendment to extend the termination date to June 30, 2018, and on June 28, 2018, the Board approved a Letter Amendment to extend the termination date to June 30, 2023 (collectively, the "L&C Agreement");

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

SECTION 1. Based upon the information contained in the Agenda Report and testimony received, the Board hereby:

A. Consents to the change in control of Fox and assignment of the SUP and L&C Agreement from the current shareholders of Fox to Europcar Mobility Group; and

B. Waives the requirement of payment of Bonus Value contractually obligated for such consent; and

C. Authorizes the Executive Director to execute the appropriate documentation to consent to the change in control and assignment, subject to approval as to form and legality by the Port Attorney.

SECTION 2. This resolution is not evidence of and does not create or constitute (a) a contract, or the grant of any right, entitlement or property interest, or (b) any obligation or liability on the part of the Board or any officer or employee of the Port. 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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