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## BOARD OF PORT COMMISSIONERS CITY OF OAKLAND

RESOLUTION APPROVING AND AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A PROFESSIONAL SERVICES AGREEMENT WITH CHEN DESIGN ASSOCIATES, INC. IN AN AMOUNT NOT TO EXCEED \$2,250,000 FOR A THREE YEAR TERM WITH TWO, ONE-YEAR OPTIONS TO EXTEND FOR CREATIVE ADVERTISING AND DESIGN SERVICES AT OAKLAND INTERNATIONAL AIRPORT.

**WHEREAS**, the Board of Port Commissioners of the City of Oakland ("Board") has reviewed and evaluated Agenda Report Item 6.2 dated September 30, 2021, 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**, 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, the Board hereby finds and determines that:

A. The proposed action to enter into a Professional Services Agreement ("Agreement") with Chen Design Associates, Inc. ("CDA") was reviewed in accordance with the requirements of the California Environmental Quality Act ("CEQA") and the CEQA Guidelines. The general rule in Section 15061(b)(3) of the CEQA Guidelines states that CEQA applies only to activities that have a potential for causing a significant effect on the environment. It can be seen with certainty that entering into the Agreement with CDA will not result in a physical change in the environment, and therefore, this action is not subject to CEQA and no further environmental review is required.

B. The proposed Agreement with CDA for creative advertising and design services (the "Services") 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 these Services from CDA.

**Section 2.** The Board hereby approves and authorizes the Executive Director of the Port ("Executive Director") to:

A. Execute for and on behalf of the Board an Agreement with CDA, upon terms and consideration consistent with the Agenda Report and providing that CDA shall be compensated to perform the Services in an amount not to exceed \$2,250,000 for an initial contract term of three (3) years with two (2) one-year options to extend. Execution of the Agreement is subject to approval as to form and legality by the Port Attorney; and

B. Make any additions, modifications, or corrections necessary to issue the Agreement or to correct errors, subject to the limitations set forth herein provided that any addition, modification, or correction does not materially differ from the terms and conditions set forth herein and in the Agenda Report and are approved as to form and legality by the Port Attorney.

**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 Port. This resolution approves and authorizes the execution of an agreement(s) in accordance with the terms of this resolution. Unless and until a separate written agreement(s) is duly executed on behalf of the Board as authorized by this resolution, is signed and approved as to form and legality by the Port Attorney, and is delivered to the contracting party, there shall be no valid or effective agreement(s).

**Section 4.** This resolution shall be effective immediately upon adoption by the Board.