RESOLUTION NO. 12-1

RESOLUTION APPROVING AND RATIFYING SETTLEMENT AGREEMENT AND LIMITED MUTUAL RELEASE.

RESOLVED that the Board of Port Commissioners ("Board") hereby approves and ratifies the execution for and on behalf of the Board a settlement agreement and limited mutual release with Robert Cross and Roger Lowther ("Defendants"), arising from their actions as principals of CleanAir Logix, Inc., as supported by substantial evidence in the record; and be it

FURTHER RESOLVED that 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.

At the special meeting held on January 12, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Yee and President Calloway - 5
Excused: Commissioner Uno - 1
Noes: 0
RESOLUTION NO. 12-2

RESOLUTION APPROVING AND AUTHORIZING EXECUTION OF A SETTLEMENT AGREEMENT WITH AMERICAN INTERNATIONAL SPECIALTY LINES INSURANCE COMPANY ALSO KNOWN AS CHARTIS SPECIALTY LINES INSURANCE COMPANY, REGARDING THE SSA TERMINALS V. THE PORT OF OAKLAND MATTER.

RESOLVED that the Board of Port Commissioners ("Board") hereby approves and authorizes the Executive Director to execute for and on behalf of the Board a Settlement Agreement with American International Specialty Lines Insurance Company, also known as Chartis Specialty Lines Insurance Company, of claims involving coverage for, and payment of, certain legal fees and costs incurred in the SSA Terminals v. The Port of Oakland matter, and confirming a process for payment of the ongoing defense of the Port of Oakland in the matter; and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. 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 the other contracting parties, there shall be no valid or effective agreement.

At the special meeting held on January 12, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Yee and President Calloway - 5
Excused: Commissioner Uno - 1
Noes: 0
RESOLUTION AUTHORIZING AND APPROVING RETENTION OF SPECIAL COUNSEL.

RESOLVED that the Board of Port Commissioners hereby approves the retention of Wulfsberg, Reese, Colvig and Firstman, P.C., pursuant to the provisions of Section 6.05 of Port Ordinance No. 867, to render expert legal assistance and representation to the Port Attorney. The compensation of and reimbursement for out-of-pocket expenses incurred by said Special Counsel to be made from time to time as approved by the Port Attorney.

At the special meeting held on January 12, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Yee and President Calloway - 5
Excused: Commissioner Uno - 1
Noes: 0
BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND

RESOLUTION NO. 12-4

RESOLUTION FINDING AND DETERMINING THAT A PROPOSED SECOND SUPPLEMENTAL AGREEMENT WITH MOFFATT & NICHOL OR A PROFESSIONAL SERVICES AGREEMENT WITH THE SELECTED CONSULTANT AT A MAXIMUM COMPENSATION TO BE DISCLOSED TO THE BOARD OF PORT COMMISSIONERS FOR CONSULTING SERVICES CONSTITUTES PROFESSIONAL, TECHNICAL AND SPECIALIZED SERVICES THAT ARE TEMPORARY IN NATURE, WAIVING COMPETITIVE BIDDING AND AUTHORIZING EXECUTION OF SAID SUPPLEMENTAL AGREEMENT OR PROFESSIONAL SERVICES AGREEMENT.

WHEREAS by Resolution No. 10-99, adopted by the Board of Port Commissioners (the "Board") on July 20, 2010 and as amended by Resolution No. 10-123, adopted on September 21, 2010, the Board authorized an Agreement with MOFFATT & NICHOL, for consulting services with respect to the engineering design of the Shore Power Program; and

WHEREAS it is desirable at this time to further amend said Agreement to authorize the Executive Director of the Port to approve additional work under said Agreement as set forth in the Board Agenda Report Item No. 2.2, dated January 12, 2012 (the "Agenda Report"), and additional compensation for such work; and

WHEREAS the Board has reviewed and evaluated the 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; now, therefore, be it

RESOLVED 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 be it
RESOLVED that the Board hereby finds and determines that the proposed Second Supplemental Agreement with MOFFATT & NICHOL or a professional services agreement with the consultant selected through receipt of informal proposal ("Selected Consultant") 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 MOFFATT & NICHOL or the Selected Consultant without competitive bidding and formal competitive bidding requirements are waived; and be it

FURTHER RESOLVED that the Board hereby approves and authorizes the execution for and on behalf of the Board of said Second Supplemental Agreement or a professional services agreement, upon terms and conditions consistent with the Agenda Sheet and providing that MOFFATT & NICHOL or the Selected Consultant shall be compensated for such services including costs of miscellaneous reimbursable expenses at a maximum compensation that shall not exceed an amount to be disclosed to the Board; and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. 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.

At the special meeting held on January 12, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Yee and President Calloway - 5
Excused: Commissioner Uno - 1
Noes: 0
RESOLUTION REJECTING ALL BIDS FOR PORT OF OAKLAND SHORE POWER SYSTEM CONSTRUCTION AT BERTHS 25, 35, 37, 55, 59 AND 68; DIRECTING RETURN OF BID SECURITIES TO THE RESPECTIVE BIDDERS; AUTHORIZING ADVERTISEMENT FOR NEW BIDS IN AN AMOUNT NOT TO EXCEED $21,000,000.

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated agenda materials, has received the expert testimony of Port of Oakland staff, and has provided opportunities for and taken public comment; and

WHEREAS on September 15, 2011, pursuant to Resolution No. 11-110 the Board approved the plans and project manual for the Shore Power System Construction Berths 25, 35, 37, 55, 59 and 68, Oakland, California ("Project") and authorized staff to advertise for bids; and

WHEREAS on December 16, 2011, the Secretary of the Board received and opened six (6) bids for the Project; now, therefore be it

RESOLVED 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 Agenda Report Tab 2.3 ("Agenda Report"), dated January 12, 2012, and in related agenda materials and in testimony received; and be it

FURTHER RESOLVED that based upon the information contained in the Agenda Report, the Board hereby rejects all six (6) bids received on December 16, 2011, for the Project, pursuant to Port Ordinance 1606, Section 5(e), and directs that bid securities accompanying said bids shall be returned to the respective bidders; and be it

FURTHER RESOLVED that the Board hereby finds and determines that the development and use provided for in the plans and specifications and the subsequent use of the development approved by this resolution are in conformity with the General Plan of the City; and be it
FURTHER RESOLVED that the Director of Engineering or his designee is authorized to approve the plans and specifications for said projects in advance of construction, pursuant to Government Code Section 830.6; and be it

FURTHER RESOLVED that the Board authorizes the project to be advertised for new bids and that the Executive Director is authorized to award the contract for the Project to the lowest responsive responsible bidder if the bids do not exceed the Engineer’s estimate; and be it

FURTHER RESOLVED that the Secretary of the Board is hereby authorized to advertise for four consecutive days in the official newspaper of the City of Oakland for sealed bids for the Project not less than ten calendar days prior to the date set for receiving said bids; and be it

FURTHER RESOLVED that the total amount of expenditure shall not exceed $21,000,000; and be it

FURTHER RESOLVED that pursuant to Port Ordinance 1606, Section 22, the Board finds and determines it to be in the Port’s best interest to delegate to the Executive Director, and hereby delegates to the Executive Director, the authority to finally resolve bid protests in connection with this project; and be it

FURTHER RESOLVED that a bond for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and materials furnished and for amounts due under the Unemployment Insurance Code, each in the amount of one hundred percent (100%) of the contract price shall be provided by the Contractor as prescribed by applicable laws and regulations and the contract specifications; and be it

FURTHER RESOLVED that based upon the information contained in the Agenda Report the Board hereby authorizes the rejection of all other bids received for the Project and directs that securities accompanying said bids shall be returned to the respective bidders; and be it

FURTHER RESOLVED that the Board hereby finds and determines that in accordance with the requirements of the California Environmental Quality Act (CEQA) and the Port CEQA Guidelines, it can be seen that there is no possibility that taking the recommended actions will result in a physical change to the environment, and therefore no further environmental review is required. The general rule in Section 15061(b)(3) of the CEQA Guidelines states that CEQA applies only to activities that have a potential of causing a significant effect on the environment; and be it

FURTHER RESOLVED that the provisions of the Maritime and Aviation Project Labor Agreement (“MAPLA”) apply to this Project; and be it
FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of a contract in accordance with the terms of this resolution. Unless and until a separate written contract 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 contract.
RESOLUTION AUTHORIZING THE EXECUTION OF INTERCONNECTION AGREEMENTS AND OTHER ASSOCIATED AGREEMENTS WITH PACIFIC GAS AND ELECTRIC COMPANY ("PG&E") TO SUPPORT THE PORT'S SHORE POWER PROGRAM IN AN AMOUNT NOT TO EXCEED $730,000.

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item 2.4 ("Agenda Report"), dated January 12, 2012 and related agenda materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED that the Board hereby approves and authorizes the Executive Director or his designee to execute for and on behalf of the Board an amendment to an existing Interconnection Agreement, a Generating Facility Interconnection Agreement and all other associated agreements with PG&E that are required for the Port operation of the shore power services within the Davis Substation service as more fully described in the Agenda Report; and be it

FURTHER RESOLVED that the Board hereby approves and authorizes the Executive Director or his designee to execute for and on behalf of the Board a Generating Facility Interconnection Agreement and all other associated agreements with PG&E that are required for the Port operation of the shore power services within the Cuthbertson Substation service area as more fully described in the Agenda Report; and be it

FURTHER RESOLVED that the Board hereby approves and authorizes the Executive Director or his designee on behalf of the Board to enter into an agreement with PG&E to reimburse PG&E for an amount not to exceed $550,000 for testing and certification of the Port's shore power equipment and inspection of the ships' power transfer scheme in compliance with PG&E Rule 21 as more fully described in the Agenda Report; and be it
FURTHER RESOLVED that the Board hereby approves and authorizes the Executive Director or his designee to execute for and on behalf of the Board various PG&E agreements and documents that are in compliance with the California Public Utility Commission rules and need to secure a shore power service agreement with PG&E, and to pay a fee of no more than $180,000 to PG&E for the new shore power service at Berth 68; and be it

FURTHER RESOLVED 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 be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement is delivered to other contracting party, there shall be no valid or effective agreement.

At the special meeting held on January 12, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Yee and President Calloway - 5
Excused: Commissioner Uno - 1
Noes: 0
RESOLUTION NO. 12-7

RESOLUTION FINDING AND DETERMINING THAT CERTAIN PORT VEHICLES, EQUIPMENT AND PROPERTY OWNED BY THE PORT ARE NO LONGER REQUIRED FOR PORT USE AND AUTHORIZING THE EXECUTIVE DIRECTOR TO DISPOSE OF OBSOLETE OR SURPLUS PORT VEHICLES, EQUIPMENT AND PROPERTY WITH AN ESTIMATED GROSS REVENUE OF $49,180.

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item 3.2 dated January 12, 2012 ("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; now, therefore, be it

RESOLVED that the Board hereby determines that certain Port vehicles, equipment and property as more fully described in the Agenda Report are obsolete, inadequate or surplus within the meaning of Section 12 of Port Ordinance No. 1606 and Section 5.13(a) of the Port’s Bond Indentures; and be it

FURTHER RESOLVED that the Executive Director is hereby authorized to dispose of such surplus vehicles, equipment and property with an estimated gross revenue of $49,180 through a variety of means, including sale, donation or destruction in compliance with Port Ordinance No. 1606, as more fully described in the Agenda Report; and be it

FURTHER RESOLVED that the Executive Director is hereby authorized to execute all appropriate documents necessary to transfer title of the vehicles or equipment subject to the conditions stipulated as fully described in the Agenda Report; and be it

FURTHER RESOLVED that the Executive Director be and he is hereby authorized to execute any necessary Bill of Sale in connection therewith; and be it
FURTHER RESOLVED that 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. This resolution approves and authorizes the disposition and execution of any necessary Bill of Sale in accordance with the terms of this resolution. Unless and until a separate Bill of Sale 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 other contracting party, there shall be no valid or effective agreement; and be it

FURTHER RESOLVED 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.

At the special meeting held on January 12, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Yee and President Calloway - 5
Excused: Commissioner Uno - 1
Noes: 0
BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND

RESOLUTION NO. 12-8

RESOLUTION EXTENDING THE TERM OF EXISTING CONSULTANT AGREEMENTS WITH CH2M HILL and MICHAEL BRANDMAN ASSOCIATES FOR AS-NEEDED ENVIRONMENTAL PLANNING SERVICES FOR ONE (1) YEAR WITHOUT ADDITIONAL COMPENSATION.

WHEREAS the Board of Port Commissioners (the "Board") has reviewed and evaluated the Board Agenda Report Item No. 5.4, dated January 12, 2012 (the "Agenda Report") and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED 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 be it

RESOLVED that based upon the information contained in Board Agenda Report Item No. 5.4, dated January 12, 2012 (the "Agenda Report"), the Board authorized agreements with CH2M HILL (Contract No. 07031), and MICHAEL BRANDMAN (Contract No. 07032) for as-needed environmental planning services; and be it

FURTHER RESOLVED that the Board hereby approves and authorizes the extension of term for each of said agreements, for a period of one (1) year up to April 20, 2013 and further authorize the Director of Environmental Programs and Planning to subsequently extend such agreements for up to one additional year, to April 30, 2014 without additional compensation; and be it
FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the special meeting held on January 12, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Yee and President Calloway - 5
Excused: Commissioner Uno - 1
Noes: 0
RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO ENTER INTO AN AGREEMENT WITH THE MARINE TERMINAL OPERATORS FOR REIMBURSEMENT OF A TRUCK TRACKING SYSTEM IN AN AMOUNT NOT TO EXCEED $1,000,000.

RESOLVED that the Board of Port Commissioners ("Board") hereby approves and authorizes the execution for and on behalf of the Board of an agreement with the MARINE TERMINAL OPERATORS (MTOs) to reimburse MTOs for the truck identification security system for an amount up to but not exceeding $1,000,000, utilizing CA1B grant funding as more fully set forth in Agenda Report No. 6.3, dated January 12, 2012, and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. 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 parties, there shall be no valid or effective agreement.

At the special meeting held on January 12, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Head, Yee and
President Calloway - 4
Excused: Commissioner Uno - 1
Noes: Commissioner Gordon - 1
RESOLUTION NO. 12-10

RESOLUTION FINDING AND DETERMINING THAT A PROPOSED AGREEMENT WITH SCIENCE APPLICATIONS INTERNATIONAL CORPORATION ("SAIC") AT A MAXIMUM COMPENSATION OF $300,000 FOR CONSULTING SERVICES CONSTITUTES PROFESSIONAL, TECHNICAL AND SPECIALIZED SERVICES THAT ARE TEMPORARY IN NATURE, WAIVING STANDARD BIDDING PROCEDURES AND AUTHORIZING EXECUTION OF AGREEMENT.

WHEREAS the Board of Port Commissioners (herein the "Board") has reviewed and evaluated Board Agenda Report Item No. 6.3, dated January 12, 2012 (herein the "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; now, therefore, be it

RESOLVED 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 be it

FURTHER RESOLVED that based upon the information contained the Agenda Report, the Board hereby finds and determines that the proposed agreement with SCIENCE APPLICATIONS INTERNATIONAL CORPORATION ("SAIC") for integration of drayage truck position data to the Port owned management system 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 SAIC without standard bidding and standard competitive bidding procedures are waived; and be it

FURTHER RESOLVED that the Board hereby approves and authorizes the Executive Director to execute for and on behalf of the Board said agreement, upon terms and conditions consistent with the Agenda Report and providing that SAIC shall be compensated for such services, including costs of miscellaneous reimbursable expenses, at a maximum compensation that shall not exceed $300,000; and be it
FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the special meeting held on January 12, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Head, Yee and President Calloway - 4
Excused: Commissioner Uno - 1
Noes: Commissioner Gordon - 1
RESOLUTION NO. 12-11

RESOLUTION FINDING AND DETERMINING THAT A PROPOSED AGREEMENT WITH GEPHARDT GOVERNMENT AFFAIRS AT A MAXIMUM COMPENSATION OF $165,000 PER YEAR FOR CONSULTING SERVICES CONSTITUTES PROFESSIONAL, TECHNICAL AND SPECIALIZED SERVICES THAT ARE TEMPORARY IN NATURE, WAIVING STANDARD BIDDING PROCEDURES AND AUTHORIZING EXECUTION OF AGREEMENT.

WHEREAS the Board of Port Commissioners (the "Board") has reviewed and evaluated Board Agenda Report Item No. 6.4, dated January 12, 2012 (the "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; now, therefore, be it

RESOLVED 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 be it

FURTHER RESOLVED that based upon the information contained the Agenda Report, the Board hereby finds and determines that the proposed agreement with GEPHARDT GOVERNMENT AFFAIRS for federal government advocacy and consulting services 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 GEPHARDT GOVERNMENT AFFAIRS without standard bidding and standard competitive bidding procedures are waived; and be it

FURTHER RESOLVED that the Board hereby approves and authorizes the Executive Director to execute for and on behalf of the Board said agreement, upon terms and conditions consistent with the Agenda Report and providing that GEPHARDT GOVERNMENT AFFAIRS shall be compensated for such services, including costs of miscellaneous reimbursable expenses, at a maximum compensation that shall not exceed $165,000 for the first year ($150,000 plus
a maximum of $15,000 for Port-approved expenses), subject to two (2) one-year extensions with an optional cost-of living adjustment, such extension and increase in compensation to be approved in writing by the Executive Director if it is determined that the GE PHARDT GOVERNMENT AFFAIRS has demonstrated satisfactory performance, all in accordance with the provisions of the Agenda Report; and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the special meeting held on January 12, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Yee and President Calloway - 5
Excused: Commissioner Uno - 1
Noes: 0
RESOLUTION NO. 12-12

RESOLUTION APPROVING AND AUTHORIZING THE EXECUTION OF AN EMPLOYMENT AGREEMENT FOR THE EXECUTIVE DIRECTOR.

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item 6.5 dated January 12, 2012 ("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 the Board currently employs Omar Benjamin as the Port’s Executive Director; and

WHEREAS the Board’s current employment agreement with Omar Benjamin provides in part for a base salary of $257,508.00 and for the Port’s payment of his deferred compensation contributions; and

WHEREAS the Board wishes to enter into a new employment agreement with Omar Benjamin which provides in part for a base salary of $268,758.00 and for the elimination of the Port’s payment of his deferred compensation contributions; and

WHEREAS the Board acknowledges the decision by Omar Benjamin to forgo the $11,250.00 raise and to maintain his current base salary, along with the elimination of the Port’s payment of his deferred compensation contributions, in his new employment agreement; now, therefore be it

RESOLVED that the Board hereby approves and authorizes the execution of an Employment Agreement for Executive Director, dated February 1, 2012 as set forth in the Agenda Report; and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement; and be it

**FURTHER RESOLVED** 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.

At the special meeting held on January 12, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Yee and President Calloway - 5
Excused: Commissioner Uno - 1
Noes: 0
RESOLUTION NO. 12-13

This resolution number was skipped intentionally.
RESOLUTION APPROVING THE APPOINTMENT OF DEPUTY EXECUTIVE DIRECTOR.

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.6 dated January 12, 2012, ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED that JEAN BANKER, be and she hereby is appointed to the position of Deputy Executive Director, at the Salary of $215,000 per year plus applicable fringe benefits, such appointment effective January 23, 2012; and be it

FURTHER RESOLVED that in acting upon the matters contained herein, 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 materials and in testimony received.

At the special meeting held on January 12, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Yee and President Calloway - 5
Excused: Commissioner Uno - 1
Noes: 0
BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND

RESOLUTION NO. 12-15

RESOLUTION APPROVING REAPPOINTMENT OF EMPLOYEE ID NUMBER 340950 TO FORMER CLASSIFICATION OF SENIOR EQUIPMENT SYSTEMS ENGINEER.

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.7 dated January 12, 2012, ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED that the Board hereby approves the reappointment of Employee No. 340950 to former classification of Senior Equipment Systems Engineer, and as more fully described in the Agenda Report; and be it

FURTHER RESOLVED that in acting upon the matters contained herein, 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 materials and in testimony received.

At the special meeting held on January 12, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Yee and President Calloway - 5
Excused: Commissioner Uno - 1
Noes: 0
RESOLUTION NO. 12-16

RESOLUTION ADDING POSITIONS TO THE FISCAL YEAR 2011-2012 STAFFING PLAN IN COMPLIANCE WITH THE CONTRACTING OUT SETTLEMENT AGREEMENT REACHED BETWEEN SEIU, LOCAL 1021 AND THE PORT OF OAKLAND.

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.9 dated January 12, 2012, ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED that the Board hereby approves the addition of the following positions to the Fiscal Year 2011-2012 Staffing Plan and as more fully described in the Agenda Report;

<table>
<thead>
<tr>
<th>No. of Positions</th>
<th>Title</th>
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<tbody>
<tr>
<td>1</td>
<td>Airport Operations Specialist Airside/Landside</td>
</tr>
<tr>
<td>2</td>
<td>Airport Ground Transportation and Parking Operations Specialist</td>
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<tr>
<td>2</td>
<td>Port Equipment Service Worker</td>
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<td>1</td>
<td>Carpenter</td>
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<td>1</td>
<td>Telephone Operator</td>
</tr>
<tr>
<td>2</td>
<td>Equipment Systems Engineer</td>
</tr>
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</table>

and be it
FURTHER RESOLVED that in acting upon the matters contained herein, 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 materials and in testimony received.

At the special meeting held on January 12, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Yee and President Calloway - 5
Excused: Commissioner Uno - 1
Noes: 0
BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND

RESOLUTION NO. 12-17

RESOLUTION RATIFYING THE DELEGATION OF AUTHORITY TO THE EXECUTIVE DIRECTOR TO AUTHORIZE, EXECUTE AND RENEW CONTRACTS FOR CERTAIN EMPLOYEE BENEFITS.

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.10 dated January 12, 2012, ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED that the Board hereby authorizes the Executive Director to act on its behalf to authorize, sign and renew all benefit contracts for three years from the date of this Resolution based upon the conditions and limitations contained in the Agenda Report including but not limited to the limitations on increase in cost and no material changes in terms and conditions and approval by the Port Attorney; and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of agreements in accordance with the terms of this resolution. For each contracting party, unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement; and be it
FURTHER RESOLVED that in acting upon the matters contained herein, 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 materials and in testimony received.

At the special meeting held on January 12, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Yee and President Calloway - 5
Excused: Commissioner Uno - 1
Noes: 0
RESOLVED that the Board of Port Commissioners ("Board") hereby approves terms of and authorizes the Executive Director, subject to the Port Attorney's approval as to form and legality, to approve and execute, on behalf of the Board, a settlement agreement and mutual release agreement with DTG Operations, Inc. ("Defendant"), resolving the disputes at issue in DTG Operations, Inc. v. City of Oakland, Alameda County Superior Court Case No. RG11587642, as supported by substantial evidence in the record; and be it

FURTHER RESOLVED that 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.

At the special meeting held on January 26, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Uno, Yee and President Calloway - 6
Noes: 0
RESOLUTION FINDING AND DETERMINING THAT A PROPOSED AGREEMENT WITH NCPR PUBLIC MEDIA FOR NORTHERN CALIFORNIA AT A MAXIMUM COMPENSATION OF $96,000 FOR CONSULTING SERVICES CONSTITUTES PROFESSIONAL, TECHNICAL AND SPECIALIZED SERVICES THAT ARE TEMPORARY IN NATURE, WAIVING STANDARD BIDDING PROCEDURES AND AUTHORIZING EXECUTION OF AGREEMENT.

WHEREAS the Board of Port Commissioners (the "Board") has reviewed and evaluated Board Agenda Report Item No. 6.1, dated January 26, 2012 (the "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; now, therefore, be it

RESOLVED 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 be it

FURTHER RESOLVED that based upon the information contained in the Agenda Report, the Board hereby finds and determines that the proposed agreement with NCPR PUBLIC MEDIA FOR NORTHERN CALIFORNIA for Bay Area public radio advertising services 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 NCPR PUBLIC MEDIA FOR NORTHERN CALIFORNIA without standard bidding and standard competitive bidding procedures are waived; and be it

FURTHER RESOLVED that the Board hereby approves and authorizes the Executive Director to execute for and on behalf of the Board said agreement, upon terms and conditions consistent with the Agenda Report and providing that NCPR PUBLIC MEDIA FOR NORTHERN CALIFORNIA shall be compensated for such services, including costs of miscellaneous reimbursable expenses, at a maximum compensation that shall not exceed $96,000, all in accordance with the provisions of the Agenda Report; and be it
FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the special meeting held on January 26, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Uno, Yee and President Calloway - 6
Noes: 0
RESOLUTION APPROVING AND AUTHORIZING THE EXECUTION
OF A SIX-MONTH RIGHT OF ENTRY AGREEMENT ("ROE")
WITH THE SAN FRANCISCO BAY AREA RAPID TRANSIT
DISTRICT ("BART") FOR ACCESS TO CONSTRUCT A
SECURITY FENCE AROUND THE VENT STRUCTURE AT
TRANS PACIFIC CONTAINER SERVICE CORPORATION
TERMINAL ("TRAPAC") TERMINAL.

WHEREAS the Board of Port Commissioners (the "Board") has reviewed
and evaluated Board Agenda Report Item 6.2 ("Agenda Report"), dated
January 26, 2012 and related agenda materials, has received the expert
testimony of Port of Oakland ("Port") staff, and has provided
opportunities for and taken public comment; now, therefore, be it

RESOLVED that the Board hereby approves and authorizes the
execution of the Six-Month Right Of Entry with BART, for access to
construct a security fence around the vent structure at TRAPAC Terminal,
at no cost to the Port; and be it

RESOLVED that the Board hereby finds and determines that this
project is categorically exempt from requirements of the California
Environmental Quality Act ("CEQA") pursuant to CEQA Guidelines Section
15301(p), which exempts execution of leases or licensing agreements,
provided the project involves negligible or no expansion of an
existing use. Authorizing a Six-Month ROE agreement between BART and
the Port of Oakland to allow BART or BART's contractor to work on Port
property to complete the proposed project falls within this class of
exemptions, and therefore it is not considered a project under CEQA and
no environmental review is required.

FURTHER RESOLVED that 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. This
resolution approves and authorizes the execution of an ROE agreement in accordance with the terms of this resolution. Unless and until a separate written ROE agreement 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 other contracting party, there shall be no valid or effective ROE agreement.

At the special meeting held on January 26, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Uno, Yee and President Calloway - 6
Noes: 0
RESOLUTION NO. 12-21

RESOLUTION APPROVING AND AUTHORIZING EXECUTION OF A THIRD PHASE AGREEMENT WITH NORTHERN CALIFORNIA POWER AGENCY ("NCPA") FOR PURCHASE OF RENEWABLE ELECTRICITY FROM MONTEREY REGIONAL WASTE MANAGEMENT DISTRICT LANDFILL GAS PROJECT FOR AN ANNUAL AMOUNT NOT TO EXCEED $1,714,770 STARTING IN 2012.

WHEREAS the Board of Port Commissioners (the "Board") has reviewed and evaluated Board Agenda Report Item 6.3 ("Agenda Report"), dated January 26, 2012 and related agenda materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED that the Board hereby approves and authorizes the Executive Director or his designee to execute for and on behalf of the Board a Third Phase Agreement with Northern California Power Agency ("NCPA") to purchase renewable electricity from Monterey Regional Waste Management, for an annual amount not to exceed $1,714,770 starting in 2012 as more fully described in the Agenda Report; and be it

FURTHER RESOLVED 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 be it

FURTHER RESOLVED that the Board hereby authorizes the Executive Director or his designee to negotiate and execute for and on behalf of the Board any and all documents necessary to effectuate the Third Phase Agreement; and be it
FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the special meeting held on January 26, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Uno, Yee and President Calloway - 6
Noes: 0
RESOLUTION NO. 12-22


WHEREAS the Board of Port Commissioners (the "Board") has reviewed and evaluated Board Agenda Report Item 6.1 ("Agenda Report"), dated February 16, 2012 and related agenda materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED that the Board hereby approves and Authorizes an extension of the term of the Lease of the Joint Intermodal Terminal to Burlington Northern And Santa Fe Railway Company to December 31, 2013; and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. 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.

At the regular meeting held on February 16, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Yee and President Calloway - 5
Excused: Commissioner Uno - 1
Noes: 0
BOARD OF PORT COMMISSIONERS  
CITY OF OAKLAND

RESOLUTION NO. 12-23

RESOLUTION FINDING AND DETERMINING THAT A PROPOSED AGREEMENT WITH LEHMAN LEVI PAPPAS & SADLER AT A MAXIMUM COMPENSATION OF $125,000 FOR CONSULTING SERVICES CONSTITUTES PROFESSIONAL, TECHNICAL AND SPECIALIZED SERVICES THAT ARE TEMPORARY IN NATURE, AND AUTHORIZING EXECUTION OF AGREEMENT.

WHEREAS the Board of Port Commissioners (the "Board") has reviewed and evaluated the Board Agenda Report Item No. 6.3, dated February 16, 2012 (the "Agenda Report") and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED 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 be it

FURTHER RESOLVED that the Board hereby approves and authorizes the Executive Director to execute for and on behalf of the Board a professional services agreement for State advocacy and consulting services, upon terms and conditions consistent with the Agenda Report and providing that LEHMAN LEVI PAPPAS & SADLER shall be compensated for such services, including costs of miscellaneous reimbursable expenses, at a maximum compensation that shall not exceed $125,000 annually for the first year ($120,000 plus a maximum of $5,000 for Port-approved expenses), subject to two (2) one-year extensions with an optional cost-of-living adjustment, such extension and increase in compensation to be approved in writing by the Executive Director if it is determined that LEHMAN LEVI PAPPAS & SADLER has demonstrated satisfactory performance; and be it
FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on February 16, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Yee and President Calloway - 5
Excused: Commissioner Uno - 1
Noes: 0
RESOLUTION RATIFYING BUDGET ALLOCATION FOR EMERGENCY TELEPHONE SYSTEM REPLACEMENT AT 530 WATER STREET AND AUTHORIZING STAFF TO WAIVE COMPETITIVE BIDDING WITH CONTRACT WITH PACKET FUSION, INC. TO PROVIDE INSTALLATION, LICENSES AND HARDWARE THAT WILL REPLACE THE EXISTING PHONE SYSTEM IN AN AMOUNT NOT TO EXCEED $200,000.

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated Board Agenda Report Item No. 6.4, dated February 16, 2012 (the "Agenda Report") and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; now, therefore be it

RESOLVED 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 be it

FURTHER RESOLVED that the Board hereby finds and determines it is in the best interest of the Port to ratify the budget allocation for emergency telephone system replacement at 530 Water Street and authorize staff to contract with PACKET FUSION, INC. to provide installation, licenses and hardware that will replace the existing phone system in an amount not to exceed $200,000; and be it

FURTHER RESOLVED that based upon the information contained in the Agenda Report, the Board hereby finds and determines that the proposed contract with PACKET FUSION INC. 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 PACKET FUSION, INC. without standard bidding and standard competitive bidding procedures are waived and be it
FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of a grant agreement in accordance with the terms of this resolution. Unless and until a separate written grant agreement 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 other contracting party, there shall be no valid or effective grant agreement.

At the regular meeting held on February 16, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Yee and President Calloway - 5
Excused: Commissioner Uno - 1
Noes: 0
RESOLUTION NO. 12-25

RESOLUTION ADDING POSITIONS TO THE FISCAL YEAR 2011-2012 STAFFING PLAN IN COMPLIANCE WITH THE CONTRACTING OUT SETTLEMENT AGREEMENT REACHED BETWEEN SEIU, LOCAL 1021 AND THE PORT OF OAKLAND.

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.2 dated March 1, 2012, ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED that the Board hereby approves the addition of the following positions to the Fiscal Year 2011-2012 Staffing Plan and as more fully described in the Agenda Report;

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<tr>
<th>No. of Positions</th>
<th>Title</th>
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<tbody>
<tr>
<td>1</td>
<td>Senior Airport Security/ID Specialist</td>
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<tr>
<td>1</td>
<td>Painter</td>
</tr>
<tr>
<td>1</td>
<td>Gardener III</td>
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and be it
FURTHER RESOLVED that in acting upon the matters contained herein, 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 materials and in testimony received.

At the regular meeting held on March 1, 2012

Passed by the following vote:

Ayes: Commissioners Gordon, Head, Yee and President Calloway - 4
Excused: Commissioners Gonzales & Uno - 2
Noes: 0
RESOLUTION APPROPRIATING AND AUTHORIZING THE PROJECT BUDGET FOR CONSTRUCTION OF THE TERMINAL 1 CENTRAL UTILITY PLANT ("T1CUP") PROJECT; AND AUTHORIZING NEGOTIATION OF ADDITIONAL OPTION WORK UNDER THE AGREEMENT WITH TURNER CONSTRUCTION COMPANY (LIC. NO. 210639) FOR THE CONSTRUCTION OF THE TICUP IN CONJUNCTION WITH THE RENOVATION OF TERMINAL 1, OAKLAND INTERNATIONAL AIRPORT, IN AN AMOUNT NOT TO EXCEED THE AMOUNT CERTIFIED BY THE BOARD OF PORT COMMISSIONERS.

WHEREAS the Board of Port Commissioners (the "Board") has reviewed and evaluated the Board Agenda Report Item No. 2.2, dated March 15, 2012 (the "Agenda Report") and related agenda materials, has received the expert testimony of Port of Oakland (the "Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED 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 be it

FURTHER RESOLVED that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to approve and authorize the project budget for construction and construction-related professional services for the Terminal 1 Central Utility Plant ("T1CUP") Project in a total aggregate amount not to exceed $38,900,000, as more fully described in the Agenda Report; and be it
FURTHER RESOLVED that based upon the information contained in the Agenda Report the Board hereby finds and determines that the proposed additional option work with Turner Construction Company ("Turner") will constitute an agreement for obtaining professional, technical or specialized services that are temporary in nature and that it is in the best interest of the Port to secure such services from Turner without standard bidding procedures and that said standard bidding procedures are hereby waived; and be it

FURTHER RESOLVED the Board hereby approves and authorizes the Executive Director to negotiate and execute a change order for additional option work with Turner, under the contract for Prime Builder for the Oakland International Airport Expansion Program, Oakland, California consistent with the scope of work discussed in the Agenda Report, in an amount not to exceed the amount certified by the Board; and be it

FURTHER RESOLVED that a bond for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and materials furnished and for amounts due under the Unemployment Insurance Code shall be provided by the Contractor as prescribed by the applicable laws and regulations and the contract specifications; and be it

FURTHER RESOLVED that the work performed under the Prime Builder contract will be covered by the provisions of the Port of Oakland Maritime and Aviation Project Labor Agreement ("MAPLA"); and be it

FURTHER RESOLVED the Board finds and determines that this project is within the scope of the Airport Development Program (ADP). The Final Environmental Impact Report ("EIR") for the ADP was certified and adopted by the Board on December 16, 1997, pursuant to Resolution No. 97376. The EIR covered upgrades and expansion of Terminal 1 and evaluated subsequent Board approvals of the design and specifications of each associated improvement and approval for subsequent contracts and building permits. The Port prepared a supplement EIR in 1999, and a second supplemental EIR in 2003. The Board re-certified the 1997, as supplemented by the 2003 Supplemental Environmental Impact Report ("SEIR") pursuant to Resolution No. 03345, and again re-approved certain components of the ADP. Therefore, this project has already been evaluated under the California Environmental Quality Act ("CEQA") and no further CEQA analysis or documentation is required; and be it

FURTHER RESOLVED that the Director of Engineering or his designee is authorized to approve the plans and specifications for said projects in advance of construction, pursuant to Government Code Section 830.6; and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of a contract in accordance with the terms of this resolution. Unless and until a separate written contract 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 contract.

At the regular meeting held on March 15, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Head, Uno, Yee and President Calloway - 5
Excused: Commissioner Gordon - 1
Noes: 0
RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO: (1) EXECUTE PROPOSED AGREEMENTS WITH URS CORPORATION AND KIMLEY-HORN ASSOCIATES TO COMPLETE FINAL DESIGN AND CONSTRUCTION MANAGEMENT SERVICES AT A MAXIMUM COMPENSATION DISCLOSED TO THE BOARD OF PORT COMMISSIONERS FOR CONSULTING SERVICES WHICH CONSTITUTES PROFESSIONAL, TECHNICAL AND SPECIALIZED SERVICES THAT ARE TEMPORARY IN NATURE, WAIVING STANDARD BIDDING PROCEDURES; (2) ENTER INTO MITIGATION CREDIT OPTION AGREEMENTS; AND (3) ADOPT AN ENVIRONMENTAL REVIEW HEARING PROCESS.

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated Board Agenda Report Item No. 2.4, dated March 15, 2012 (the "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; now, therefore, be it

RESOLVED 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 be it

FURTHER RESOLVED that based upon the information contained in the Agenda Report, the Board hereby finds and determines that the proposed agreements with (a) URS CORPORATION to complete the South Field final design and provide construction management services for the Runway Safety Area ("RSA") project and (b) KIMLEY-HORN ASSOCIATES to complete the North Field final design and provide construction management services for the North Field RSA project will constitute agreements 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 without standard bidding and standard competitive bidding procedures are waived; and be it
FURTHER RESOLVED that the Board hereby approves and authorizes the execution for and on behalf of the Board of said agreements, upon terms and conditions consistent with the Agenda Report and providing that URS CORPORATION and KIMLEY-HORN ASSOCIATES shall be compensated for such services, including costs of miscellaneous reimbursable expenses, at a maximum compensation that shall not exceed an amount disclosed to the Board; and be it

FURTHER RESOLVED that the Board authorizes the Executive Director to enter into Option Agreements with landowner(s) and entities to secure off-site mitigation for impacts to wetlands and potential impacts to endangered species, as more fully described in the Agenda Report; and be it

FURTHER RESOLVED that the Board approves the Environmental Hearing Process set forth in the Agenda Report; and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on March 15, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Head, Uno, Yee and
President Calloway - 5
Excused: Commissioner Gordon - 1
Noes: 0
WHEREAS the Board of Port Commissioners (the "Board") has reviewed and evaluated the Board Agenda Report Item No. 5.2, dated March 15, 2012 (the "Agenda Report") and related agenda materials, has received the expert testimony of Port of Oakland (the "Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED 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 be it

FURTHER RESOLVED based upon the information contained in the Agenda, that the Board hereby finds and determines that it is in the best interest of the Port to direct staff to initiate the process for determining appropriate procurement targets, if any, for the Port to procure viable and cost-effective energy storage systems and evaluate their costs and benefits; and be it
FURTHER RESOLVED that on or before October 14, 2012, staff will provide a report to the Board of its findings and recommend the adoption of procurement targets, if any, so that the Port will be in compliance with AB 2514 and Public Utilities Code Section 2835, et seq.

At the regular meeting held on March 15, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Head, Uno, Yee and President Calloway - 5

Excused: Commissioner Gordon - 1

Noes: 0
RESOLUTION NO. 12-29

RESOLUTION APPROVING AND AUTHORIZING THE PROJECT BUDGET OF $1,500,000 FOR THE PARTIAL DEMOLITION OF BUILDING L-142, NORTH FIELD, OAKLAND INTERNATIONAL AIRPORT; AUTHORIZING THE DIRECTOR OF ENGINEERING TO APPROVE PLANS AND PROJECT MANUAL; CALLING FOR BIDS THEREFORE; AUTHORIZING THE EXECUTIVE DIRECTOR TO AWARD A CONTRACT TO THE LOWEST RESPONSIBLE, RESPONSIVE BIDDER IN AN AMOUNT NOT TO EXCEED $1,100,000.

WHEREAS the Board of Port Commissioners (the "Board") has reviewed and evaluated the Board Agenda Report Item No. 6.1, dated March 15, 2012 (the "Agenda Report") and related agenda materials, has received the expert testimony of Port of Oakland (the "Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED 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 be it

FURTHER RESOLVED that the Board hereby finds and determines that the development and use provided for in the plans and specifications and the subsequent use of the development approved by this resolution are in conformity with the General Plan of the City; and be it

FURTHER RESOLVED that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to approve a budget authorization for fiscal years 2011-12 and 2012-13, for Partial Demolition of Building L-142, North Field, Oakland International Airport, Oakland, California in a total aggregate amount not to exceed $1,500,000; and be it

FURTHER RESOLVED that the Director of Engineering or his designee is authorized to approve the plans and project manual for Partial Demolition of Building L-142, North Field, Oakland International
Airport, Oakland, California in advance of construction, pursuant to Government Code Section 830.6; and be it

FURTHER RESOLVED that the Secretary of the Board is hereby authorized to advertise for four consecutive days in the official newspaper of the City of Oakland for sealed bids for the project not less than ten calendar days prior to the date set for receiving said bids; and be it

FURTHER RESOLVED the provisions of the Maritime and Aviation Project Labor Agreement (MAPLA) apply to this project; and be it,

FURTHER RESOLVED that pursuant to Port Ordinance 1606, Section 22, the Board finds and determines it to be in the Port’s best interest to delegate to the Executive Director, and hereby delegates to the Executive Director, the authority to finally resolve bid protests in connection with this project; and be it

FURTHER RESOLVED that the Board hereby approves and authorizes the Executive Director to award a contract to the lowest responsible, responsive bidder, based upon the receipt of formal sealed bids, for Partial Demolition of Building L-142, North Field, Oakland International Airport, Oakland, California, in an amount not to exceed $1,100,000, provided, that if the lowest responsible responsive bid exceeds the estimated budgeted amount, Staff will return to the Board for award of the contract; and be it

FURTHER RESOLVED that based upon the information contained in the Agenda Report the Board hereby authorizes the rejection of all other bids received for Partial Demolition of Building L-142, North Field, Oakland International Airport, Oakland, California, and directs that securities accompanying said bids shall be returned to the respective bidders; and be it

FURTHER RESOLVED that the Board hereby finds and determines that this project is categorically exempt from the California Environmental Quality Act (CEQA) and Port CEQA Guidelines pursuant to Section 15301 (a), (d), and (l) Existing Facilities, which addresses repair, maintenance or minor alteration of existing public or private structures, facilities, mechanical equipment, or topographical features, involving negligible or no expansion of use beyond that existing at the time of lead agency’s determination.

FURTHER RESOLVED that a bond for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and materials furnished and for amounts due under the Unemployment Insurance Code, each in the amount of one hundred percent (100%) of the contract price shall be provided by the Contractor as prescribed by applicable laws and regulations and the contract specifications; and be it

FURTHER RESOLVED that the procedure prescribed by applicable laws, regulations and the contract specifications shall be taken for the execution of said contract; and be it

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FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of a contract in accordance with the terms of this resolution. Unless and until a separate written contract 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 contract.

At the regular meeting held on March 15, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Head, Uno, Yee and President Calloway - 5
Excused: Commissioner Gordon - 1
Noes: 0
RESOLUTION ADOPTING AND APPROVING THE TARGET RENTAL RATES FOR COMMERCIAL REAL ESTATE DIVISION TEMPORARY RENTAL AGREEMENTS AND AUTHORIZING THE EXECUTIVE DIRECTOR TO NEGOTIATE THE ANNUAL TARGET RENTAL RATES.

WHEREAS the Board of Port Commissioners (the “Board”) has reviewed and evaluated Board Agenda Report Item 6.2 (“Agenda Report”), dated March 15, 2012 and related agenda materials, has received the expert testimony of Port of Oakland (“Port”) staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED 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 be it

FURTHER RESOLVED that the Board hereby adopts and approves the Target Rental Rates for Temporary Rental Agreement for properties in the Commercial Real Estate Division portfolio as more fully described in the Agenda Report; and be it

FURTHER RESOLVED that the Board hereby authorizes the Executive Director or his designee to negotiate and execute for and on behalf of the Board any and all documents necessary to effectuate the annual Target Rate Rental Rates in accordance with the Agenda Report; and be it

276262
FURTHER RESOLVED that 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 and approved as to form and legality by the Port Attorney, and is delivered to the other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on March 15, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Head, Uno, Yee and President Calloway - 5
Excused: Commissioner Gordon - 1
Noes: 0
RESOLUTION FINDING AND DETERMINING THAT IT IS IN THE BEST INTEREST OF THE PORT OF OAKLAND ("PORT") TO AUTHORIZE THE EXECUTIVE DIRECTOR OR HIS DESIGNEE TO (1) APPEND PREVIOUSLY APPROVED OPEN ACCOUNT AGREEMENTS FOR FY 2011-12 TO INCLUDE JOHN BEAN TECHNOLOGIES CORPORATION ("JBT"), (2) WAIVE FORMAL COMPETITIVE BIDDING AND APPROVE AN AMENDMENT TO THE AGREEMENT WITH JBT; AND (3) RE-ALLOCATE OPEN ACCOUNT AGGREGATE AMOUNT OF $4,155,000 AMONG SUPPLIERS AS NECESSARY.

WHEREAS, on November 17, 2011, by Resolution No. 11-147, the Board of Port Commissioners ("Board") approved the establishment of open account agreements in an aggregate amount not-to-exceed $4,155,000; and

WHEREAS the Board has reviewed and evaluated Agenda Report Item 6.4 dated March 15, 2012 (herein "Agenda Report") and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED 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 Sheet, and in related agenda materials and in testimony received; and be it
FURTHER RESOLVED that based upon the information contained in the Agenda Report, the Board hereby authorizes the Executive Director or his designee to (1) include JOHN BEAN TECHNOLOGIES in the previously approved open account agreement with vendors list, (2) approve an amendment to the agreement with JOHN BEAN TECHNOLOGIES, upon terms and conditions satisfactory to the Port Attorney, in an aggregate amount of $130,000 (including the previous agreement amount of $50,000), without competitive bidding and that said competitive bidding is hereby waived, and (3) further re-allocate as necessary the open market procurement authorization among the requested vendors, in a total aggregate amount not to exceed $4,155,000 to meet operational contingencies; and be it

FURTHER RESOLVED that 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. 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 other contracting parties, there shall be no valid or effective agreement(s).

At the regular meeting held on March 15, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Head, Uno, Yee and President Calloway - 5
Excused: Commissioner Gordon - 1
Noes: 0
RESOLUTION APPROVING THE TERMS AND CONDITIONS OF THE SPACE/USE PERMIT WITH ALLEGIANT AIR, LLC AND A ONE-TIME MODIFICATION TO THE DOMESTIC AIR SERVICE MARKETING INCENTIVE PROGRAM.

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report for Item 6.5, dated March 15, 2011 (hereinafter the "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; now, therefore, be it

RESOLVED 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 be it

FURTHER RESOLVED that the Board hereby authorizes the Director of Aviation to execute the Space/Use Permit with the ALLEGIANT AIR, LLC, to commence occupancy of space at the Oakland International Airport as more fully described in the Agenda Report; and be it

FURTHER RESOLVED, that the Board hereby approves (i) the terms and conditions of the Port’s standard form Space Use Permit with ALLEGIANT AIR, LLC; and (ii) a one-time modification of the Port’s Domestic Air Service Marketing Incentive Program to provide one (1) month of terminal charge (office space rental, gate use and baggage charges) waivers for each operation to each new destination, as more fully set forth in the Agenda Report; and be it
FURTHER RESOLVED that this resolution is not evidence of and does not create or constitute (a) a contract or lease, 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 separate written agreement(s) are 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 other contracting party, there shall be no valid or effective agreement(s).

At the regular meeting held on March 15, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Head, Uno, Yee and President Calloway - 5
Excused: Commissioner Gordon - 1
Noes: 0
RESOLUTION NO. 12-33

RESOLUTION WAIVING STANDARD BIDDING PROCEDURES AND AUTHORIZING THE EXECUTIVE DIRECTOR TO APPROVE AND EXECUTE AN AGREEMENT WITH ULTRA ELECTRONIC AIRPORT SYSTEMS, INC. AT A MAXIMUM COMPENSATION OF $147,000 FOR MULTI-USER FLIGHT INFORMATION DISPLAY SYSTEM AND AIRPORT OPERATIONS DATABASE AND $183,000 FOR MAINTENANCE SUPPORT SERVICES.

WHEREAS the Board of Port Commissioners (the "Board") has reviewed and evaluated Board Agenda Report Item No. 6.6, dated March 15, 2012 (the "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; now, therefore, be it

RESOLVED 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 be it

FURTHER RESOLVED that based upon the information contained the Agenda Report, the Board authorizes the Executive Director to enter into an agreement with ULTRA ELECTRONIC AIRPORT SYSTEMS, INC. to provide for software upgrade and three-year 2nd level support for the multi-user flight information display system ("MUFIDS") and Airport Operations Database ("AODB") at the Oakland International Airport without standard bidding procedures and that said standard bidding procedures are hereby waived; and be it
FURTHER RESOLVED that the Board hereby approves and authorizes the Executive Director to execute for and on behalf of the Board said agreement, upon terms and conditions consistent with the Agenda Report and providing that ULTRA ELECTRONIC AIRPORT SYSTEMS, INC. shall be compensated for such services, including costs of miscellaneous reimbursable expenses, at a maximum compensation that shall not exceed (1) $147,000 for the MUFIDS and AODB at the Oakland International Airport and (2) $183,000 for three years of 2nd level maintenance support; and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on March 15, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Head, Uno, Yee and President Calloway - 5
Excused: Commissioner Gordon - 1
Noes: 0
BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND

RESOLUTION NO. 12-42A

RESOLUTION APPROVING THE APPOINTMENT OF
MICHELE HEFFES, PORT ATTORNEY (ACTING).

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.1 dated May 3, 2012, ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED that MICHELE HEFFES, be and she hereby is appointed to the position of Port Attorney (Acting) retroactive to and effective on May 1, 2012, and be it

FURTHER RESOLVED that in acting upon the matters contained herein, 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 materials and in testimony received.

At the regular meeting held on May 7, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Uno, Yee and President Calloway - 7
Noes: 0
RESOLUTION AUTHORIZING A FINAL MEETING WITH SERVICE EMPLOYEES INTERNATIONAL UNION ("SEIU") LOCAL 1021 AND, IF THAT MEETING FAILS TO OBTAIN AN AGREEMENT CONSISTENT WITH THE TENTATIVE AGREEMENT, THEN TO INITIATE IMPASSE PROCEDURES.

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report for Item 6.2, dated May 7, 2012 (herein the "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; now, therefore, be it

RESOLVED that the Board hereby authorizes the Port’s Labor Negotiating Team to call for a final meeting with SEIU Local 1021, and if that meeting fails to obtain an agreement consistent with the Tentative Agreement described in the Agenda Report, then to deliver the Port’s Last, Best and Final Offer, and to initiate the Impasse procedures outlined in the negotiated Ground Rules and Port’s Employer-Employee Relations Ordinance No. 1688.

At the special meeting held on May 7, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Yee and President Calloway - 6
Noes: Commissioner Uno - 1
BOARD OF PORT COMMISSIONERS  
CITY OF OAKLAND  

RESOLUTION NO. 12-43 

RESOLUTION APPROVING AND AUTHORIZING EXECUTION OF A SETTLEMENT AND RELEASE AGREEMENT WITH DIANN CASTLEBERRY. 

RESOLVED that the Board of Port Commissioners ("Board") hereby approves and authorizes the Executive Director to execute for and on behalf of the Board a Settlement and Release of Claims ("Agreement") with Diann Castleberry, the terms and conditions as set forth in the Agreement; and be it 

FURTHER RESOLVED that this resolution is not evidence of and does not create or constitute (a) a contract, agreement, 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 contract or agreement is approved as to form and legality by the Port Attorney, and is delivered to other contracting parties, there shall be no valid or effective contract or agreement. 

At the special meeting held on May 11, 2012 

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Uno, Yee and President Calloway - 6 
Noes: 0
RESOLUTION NO. 12-44

RESOLUTION WAIVING STANDARD BIDDING AND AUTHORIZING THE EXECUTIVE DIRECTOR TO RENEW A ONE (1) YEAR ENTERPRISE RESOURCE PLANNING ("ERP") SOFTWARE LICENSING AGREEMENT WITH DLT SOLUTIONS OR ORACLE CORPORATION.

WHEREAS on May 5, 2009, the Board of Port Commissioners (the "Board") passed Resolution 09064 authorizing the Executive Director to execute an agreement to purchase Oracle's Enterprise Resource Planning ("ERP") software system and execute an agreement with Oracle authorized reseller DLT Solutions, Inc. ("DLT"); and

WHEREAS on May 18, 2010, the Board passed Resolution 10-60 authorizing the Executive Director to renew an ERP software licensing agreement with DLT; and

WHEREAS on June 22, 2010, the Board passed Resolution 10-73 authorizing the Executive Director to execute an agreement to purchase additional Oracle's ERP software; and

WHEREAS on April 26, 2011, the Board passed Resolution 11-43 authorizing the Executive Director to renew an ERP software licensing agreement with DLT; and

WHEREAS the Board has reviewed and evaluated the Agenda Report Item No. 2.1, dated May 11, 2012, (herein "Agenda Report") and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED that based upon the information contained in Agenda Report, the Board authorizes the Executive Director to enter into a one (1) year ERP Software Licensing Agreement with Oracle or DLT (from May 30, 2012 through May 29, 2013) for a total compensation of $225,000.
without standard bidding procedures and that said standard bidding procedures are hereby waived; and be it

RESOLVED 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 be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the special meeting held on May 11, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Uno, Yee and President Calloway - 6
Noes: 0
RESOLUTION NO. 12-45

RESOLUTION FINDING AND DETERMINING THAT PROPOSED AGREEMENT(S) WITH YIELD TECHNOLOGIES, INC. AND HITACHI CONSULTING CORPORATION FOR AN ADDITIONAL MAXIMUM COMPENSATION DISCLOSED TO THE BOARD OF PORT COMMISSIONERS FOR CONSULTING SERVICES CONSTITUTES PROFESSIONAL, TECHNICAL AND SPECIALIZED SERVICES THAT ARE TEMPORARY IN NATURE, WAIVING COMPETITIVE BIDDING AND AUTHORIZING EXECUTION OF SAID AGREEMENT(S).

WHEREAS by Resolution No. 09102 adopted by the Board of Port Commissioners (the "Board") on July 7, 2009, Resolution No. 10-115 adopted on September 7, 2010, Resolution No. 11-32 adopted on March 29, 2011, Resolution No. 11-81 adopted on July 21, 2011 and Resolution No. 11-162 adopted on December 15, 2011, the Board authorized agreements with YIELD TECHNOLOGIES, INC., HITACHI CONSULTING CORP./SIERRA ATLANTIC, CSS INTERNATIONAL and other consultants, for implementation and support consulting services with respect to the Port's Enterprise Resource Planning ("ERP") system; and

WHEREAS it is desirable at this time to authorize the Executive Director of the Port to approve additional work for continued hosting and ERP support services with YIELD TECHNOLOGIES, INC. and HITACHI CONSULTING CORPORATION, as more fully set forth in the Board Agenda Report Item No. 2.1, dated May 11, 2012 (herein the "Agenda Report"), and additional compensation for such work; and

WHEREAS the Board has reviewed and evaluated the Agenda Report and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; now, therefore, be it
RESOLVED 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 be it

FURTHER RESOLVED that the Board hereby finds and determines that proposed Agreement(s) with YIELD TECHNOLOGIES, INC. and HITACHI CONSULTING CORPORATION, will constitute agreements 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 YIELD TECHNOLOGIES, INC. and HITACHI CONSULTING CORPORATION without competitive bidding; and be it

FURTHER RESOLVED that the Board hereby approves and authorizes the Executive Director or his designee to execute for and on behalf of the Board said Agreement(s), upon terms and conditions consistent with the Agenda Report and providing that YIELD TECHNOLOGIES, INC. and HITACHI CONSULTING CORPORATION shall be compensated for such services including costs of miscellaneous reimbursable expenses at a maximum compensation that shall not exceed an amount disclosed to the Board; and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the special meeting held on May 11, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Uno, Yee and President Calloway - 6
Noes: 0
RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO NEGOTIATE AND EXECUTE (1) AN AMENDMENT TO THE COST SHARING AGREEMENT (FORMER OAKLAND ARMY BASE) ("OAB") WITH THE CITY OF OAKLAND AND (2) AN AMENDMENT TO THE OUTER HARBOR INTERMODAL TERMINALS BASELINE AGREEMENT WITH THE CALIFORNIA TRANSPORTATION COMMISSION, THE CALIFORNIA DEPARTMENT OF TRANSPORTATION AND THE CITY OF OAKLAND FOR THE REDEVELOPMENT OF THE OAB.

WHEREAS the Port is the owner of approximately 168 acres of land located north of 7th Street, east of Maritime Street, west of the 880 Freeway, and south of West Grand Avenue. Most of those lands were part of the OAB, but a small portion of the lands were acquired by the Port of Oakland ("Port") when the U.S. Navy transferred the former Fleet Industrial Supply Center Oakland to the Port in 1999 (hereafter collectively referred to as the "Port Lands"). The City of Oakland ("City") is the owner of approximately 160 acres of lands that were part of the northerly portion of the OAB (the "City Lands").

WHEREAS in 2008, the Port applied to the California Transportation Commission ("CTC") for grant moneys from the California Trade Corridor Improvement Fund ("TCIF"), and in 2009, the Port entered into two separate grant agreements with CTC to receive a total of approximately $242 million in TCIF funds. One agreement was the Outer Harbor Intermodal Terminal ("OHIT") Baseline Agreement whereby the Port would receive approximately $132 million in TCIF funds to develop an intermodal rail yard ("Rail Yard") on the Port Lands, and the other agreement was the 7th Street Grade Separation and Roadway Improvements Baseline Agreement in which the Port would receive approximately $110 million in TCIF funds to develop a grade separation at the intersection of 7th and Maritime streets and other improvements to 7th Street. Both Baseline Agreements required the Port to raise at least an equal amount of matching funds in order to receive any TCIF funds.

WHEREAS in July, 2011, the Port entered into a Cost Sharing Agreement with the City and the Redevelopment Agency of the City in
which the City and its Redevelopment Agency agreed to provide up to $32 million to (i) conduct environmental analysis pursuant to CEQA of the proposed redevelopment of the Port Lands and the City Lands, (ii) develop a master infrastructure development plan for the Port Lands and the City Lands, and (iii) pursue other sources of public and/or private funds to satisfy the TCIF matching requirement. The $32 million would also qualify as a portion of the TCIF matching requirement, and in exchange for such $32 million being expended in advance of the TCIF funds, the Port agreed to pursue an amendment to the Baseline Agreements to allow a portion of the TCIF funds to be expended on the City Lands. Earlier this year, the Redevelopment Agency was dissolved pursuant to AB1x26, and the City has assumed the Redevelopment Agency’s rights and obligations under the Cost Sharing Agreement. The City has agreed to increase the $32 million in TCIF matching funds to approximately $54 million in exchange for the majority of TCIF funds.

WHEREAS, on March 30, 2012, the Port submitted a proposed amendment to the CTC of the Port’s Baseline Agreement to deprogram the approximately $110 million in the 7th Street Baseline Agreement and to consolidate such TCIF funds into a revised and expanded OHIT Baseline Agreement that would include the City as a co-signatory;

NOW THEREFORE, BE IT:

RESOLVED that the Board of Port Commissioners (“Board”) authorizes the Executive Director to negotiate and execute (1) an Amendment to the Cost Sharing Agreement(former Oakland Army Base) with the City, and (2) an Amendment to the Outer Harbor Intermodal Terminals Baseline Agreement with the California Transportation Commission, the California Department of Transportation and the City for the redevelopment of the OAB, in accordance with Agenda Report Item 2.2 (“Agenda Report”), dated May 11, 2012 and related agenda materials; and be it

FURTHER RESOLVED that based upon all of the information and evidence presented at the Special Meeting of the Board on Friday, May 11, 2012, including without limitation, the information presented in the Agenda Report, other related agenda materials, and the oral statements made by Port staff and members of the public at such Special Meeting, the Board hereby finds and determines that:

(1) Section 15061(b)(3) of the California Environmental Quality Act (“CEQA”) Guidelines states that CEQA applies only to projects which have the potential for causing a significant effect on the environment. Where it can be seen with certainty that there is no possibility that the activity may have a significant effect on the environment, the activity is not subject to CEQA. Here, the recommended actions are to amend the TCIF Baseline Agreement and to amend the Cost Sharing Agreement. Because it can be seen with certainty that there is no possibility that these actions might have a
significant effect on the environment, the subject actions are not a "project" under CEQA and no further environmental review is required.

(2) Both agreements commit the Port to diligently pursuing the Rail Yard project. The City, acting as the Lead Agency under CEQA, analyzed the Oakland Army Base Redevelopment Plan in a Final Environmental Impact Report (the “OAB EIR”), which the City certified on July 31, 2002. On September 17, 2002, by Board Resolution No. 02317, the Board, acting as a Responsible Agency under CEQA, approved the Port’s reuse of the OAB, as described in the OAB EIR. The City is currently conducting a review of its proposed plan to redevelop the OAB, in collaboration with Port staff, pursuant to the original OAB EIR. Prior to entering into any contract for the construction of the proposed improvements, the Board will make CEQA findings on the project pursuant to the requirements of CEQA; and be it

**FURTHER RESOLVED** that 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. This resolution approves and authorizes the execution of agreements in accordance with the terms of this resolution. Unless and until agreements are duly executed on behalf of the Board as authorized by this resolution, are signed and approved as to form and legality by the Port Attorney, and are delivered to the other contracting party, there shall be no valid or effective agreements.

At the special meeting held on May 11, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Uno, Yee and President Calloway - 6
Noes: 0
RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO: NEGOTIATE AND EXECUTE A PROFESSIONAL SERVICES AGREEMENT WITH PARSONS CORPORATION TO PROVIDE BRIDGING DESIGN AND DESIGN CONSULTING SERVICES FOR THE DEVELOPMENT OF THE FORMER OAKLAND ARMY BASE AT A MAXIMUM COMPENSATION DISCLOSED TO THE BOARD OF PORT COMMISSIONERS

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated Board Agenda Report Item No. 2.4, dated May 11, 2012 (the "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; now, therefore, be it

RESOLVED 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 be it

FURTHER RESOLVED that the Board hereby approves and authorizes the negotiation and execution for and on behalf of the Board of a professional services agreement upon terms and conditions consistent with the Agenda Report and providing that PARSONS CORPORATION shall be compensated for such services, including costs of miscellaneous reimbursable expenses, at a maximum compensation that shall not exceed the amount disclosed to the Board; and be it

FURTHER RESOLVED that the Executive Director is authorized to negotiate with and execute an agreement with the second highest ranked consultant team in the event the Port is unable to reach an agreement with PARSONS CORPORATION for said services; and be it
FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the special meeting held on May 11, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Uno, Yee and President Calloway - 6
Noes: 0
RESOLUTION AUTHORIZING THE RENEWAL OF THE PORT OF OAKLAND'S INSURANCE POLICIES TO BE PLACED AND PAID THROUGH MARSH RISK INSURANCE SERVICES, AON RISK INSURANCE SERVICES WEST, AND ALLIANT INSURANCE SERVICES, INCLUDING, COVERAGE FOR AIRPORT LIABILITY, AUTOMOBILE LIABILITY, AUTOMOBILE PHYSICAL DAMAGE (AIRPORT SHUTTLES ONLY), CAPA UMBRELLA, CRANE INSURANCE INCLUDING ELECTRONIC DATA PROCESSING EQUIPMENT AND EARTHQUAKE, CRANE BOILER AND MACHINERY, CRANE TERRORISM, ELECTRONIC DATA PROCESSING EQUIPMENT FLOATER, EXCESS WORKER'S COMPENSATION & EMPLOYERS' LIABILITY, FOREIGN LIABILITY PACKAGE, PUBLIC OFFICIALS ERRORS AND OMISSIONS (INCLUDING EMPLOYMENT PRACTICES LIABILITY), EARTHQUAKE ON 530 WATER STREET (BUILDING AND CONTENTS), FIDELITY, FIDUCIARY LIABILITY, NON-CRANE PROPERTY INSURANCE INCLUDING TERRORISM AND BOILER AND MACHINERY, AND MOBILE EQUIPMENT (FIRE TRUCKS) PHYSICAL DAMAGE, AT AN AMOUNT NOT TO EXCEED $4,200,000

RESOLVED that the Board of Port Commissioners ("Board") hereby authorizes the renewal of the Port of Oakland's Insurance Policies to be placed and paid through Marsh Risk Insurance Services, Aon Risk Insurance Services West, and Alliant Insurance Services, including, coverage for Airport Liability, Automobile Liability, Automobile Physical Damage (Airport Shuttles only), CAPA Umbrella, Crane Insurance including Electronic Data Processing Equipment and Earthquake, Crane Boiler and Machinery, Crane Terrorism, Electronic Data Processing Equipment Floater, Excess Worker's Compensation & Employers' Liability, Foreign Liability Package, Public Officials
Errors And Omissions (Including Employment Practices Liability), Earthquake on 530 Water Street (Building And Contents), Fidelity, Fiduciary Liability, Non-Crane Property Insurance Including Terrorism and Boiler and Machinery, and Mobile Equipment (Fire Trucks) Physical Damage, in accordance with Agenda Report Item No. 3-1, dated May 11, 2012, ("Agenda Report"), provided, however, that said insurances shall be approved in writing as to form and legality by the Port Attorney; and be it

FURTHER RESOLVED that said renewals to insurance policies in said Agenda Report shall not exceed the amount of $4,200,000; and be it

FURTHER RESOLVED that the Board hereby finds and determines that said insurance program is in such amounts and against such risks as are, in the judgment of the Board, prudent and reasonable taking into account, but not being controlled by, the amounts and types of insurance or self-insured programs provided by similar ports.

At the special meeting held on May 11, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Uno, Yee and President Calloway - 6
Noes: 0
RESOLUTION NO. 12-49

RESOLUTION APPROVING BUILDING PERMIT REQUESTED BY OAKLAND GOLF, LLC/METROPOLITAN GOLF LINKS.

RESOLVED that in reliance upon the representations and certifications set forth upon and submitted with an application by OAKLAND GOLF, LLC/METROPOLITAN GOLF LINKS, ("permit applicant") for a building permit to perform certain work at 10051 Doolittle Drive, Oakland, California, the Board of Port Commissioners ("Board") hereby approves same subject to said representations and certifications at an estimated cost of $15,000, said work and applicable conditions of Port approval including the following:

1) Construction of a storage building for the Cal Women's Golf Team equipment storage, approximately 120 s.f. The prefabricated building will be on a wood platform on concrete piers, approximately 190 s.f.;

and be it

FURTHER RESOLVED that the Board hereby finds and determines that this project has been determined to be categorically exempt from the requirements of the California Environmental Quality Act ("CEQA") pursuant to Sections 15303(c); be it
FURTHER RESOLVED that (a) neither this resolution nor the Board's approval of said work (i) is a waiver by the Board of any Port right or remedy with respect to applicant under any agreement between the Port and the applicant or with respect to any obligation of applicant, or (ii) releases applicant from any obligation with respect to said work or with respect to any agreement between the Port and applicant and (b) this resolution is not evidence of and does not create or constitute (i) a contract, or the grant of any right (other than to perform the work subject to the provisions of this resolution), entitlement or property interest, or (ii) any obligation or liability on the part of the Board or any officer or employee of the Board.

At the special meeting held on May 11, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Uno, Yee and President Calloway - 6
Noes: 0
RESOLVED that in reliance upon the representations and certifications set forth upon and submitted with an application by SOUTHWEST AIRLINES, ("permit applicant") for a building permit to perform certain work at 1 Airport Drive, Oakland, California, the Board of Port Commissioners ("Board") hereby approves same subject to said representations and certifications at an estimated cost of $20,000, said work and applicable conditions of Port approval including the following:

1) Tenant improvements in the lower level of M103 to convert four office spaces into one training room;

and be it

FURTHER RESOLVED that the Board hereby finds and determines that this project has been determined to be categorically exempt from the requirements of the California Environmental Quality Act ("CEQA") pursuant to Sections 15301(a); be it

At the special meeting held on May 11, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Uno, Yee and President Calloway - 6
Noes: 0
RESOLUTION NO. 12-51

RESOLUTION APPROVING THE APPOINTMENT OF DIRECTOR OF COMMERCIAL REAL ESTATE.

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.1 dated May 11, 2012, ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED that PAMELA KERSHAW, be and she hereby is appointed to the position of Director of Commercial Real Estate, at the salary of $180,000 per year plus applicable fringe benefits, such appointment effective May 14, 2012; and be it

FURTHER RESOLVED that in acting upon the matters contained herein, 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 materials and in testimony received.
FURTHER RESOLVED that in acting upon the matters contained herein, 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 materials and in testimony received.

At the special meeting held on May 11, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Uno, Yee and President Calloway - 6
Noes: 0
RESOLUTION NO. 12-52

RESOLUTION APPROVING AND AUTHORIZING A THREE-MONTH EXTENSION OF THE AIRPORT PARKING MANAGEMENT CONTRACT WITH AMPCO SYSTEM PARKING PACIFIC PARK MANAGEMENT, OAKLAND AIRPORT MANAGEMENT, LLC (AMPCO PPM”) AT THE OAKLAND INTERNATIONAL AIRPORT.

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.3 dated May 1, 2012, ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED that the Board approves and authorizes the three-month extension of the Airport Parking Management Contract with AMPCO PPM at the Oakland International Airport to September 30, 2012, for a management fee for such three months not to exceed $27,894 and as further described in the Agenda Report, and, authorizes the Executive Director or his designee to execute such agreements and such additional documents as may be necessary to carry out the extension contemplated in the Agenda Report, provided that such documents are approved as to form and legality by the Port Attorney or her designee; and be it

FURTHER RESOLVED that this resolution is not evidence of and does not create or constitute (a) a contract, agreement, 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 contract or agreement is approved as to form and legality by the Port Attorney, and is delivered to other contracting parties, there shall be no valid or effective contract or agreement; and be it
FURTHER RESOLVED 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.

At the special meeting held on May 11, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Uno, Yee and President Calloway - 6
Noes: 0
RESOLUTION FINDING AND DETERMINING THAT IT IS IN THE BEST INTEREST OF THE PORT TO CONTRACT FOR BUS FLEET MAINTENANCE SERVICE WITHOUT STANDARD COMPETITIVE BIDDING; AUTHORIZING AN ADDITIONAL THREE MONTH EXTENSION FROM JULY 1, 2012 THROUGH SEPTEMBER 30, 2012, TO THE CONTRACTS FOR BUS FLEET MAINTENANCE WITH PENSKY TRUCK LEASING COMPANY (PENSKY) AND KELLY’S TRUCK REPAIR (KELLY’S); AND AUTHORIZING AND APPROVING A FISCAL YEAR 2012-2013 SPENDING AUTHORIZATION IN TOTAL AGGREGATE AMOUNTS NOT TO EXCEED $100,000 FOR PENSKY AND $125,000 FOR KELLY’S.

WHEREAS the Board of Port Commissioners (the “Board”) has reviewed and evaluated the Board Agenda Report Item No. 6.4, dated May 11, 2012 (the “Agenda Report”) and related agenda materials, has received the expert testimony of Port of Oakland (the “Port”) staff, and has provided opportunities for and taken public comment; and

WHEREAS on June 30, 2011, pursuant to Resolution No. 11-74, the Board authorized six (6) month extensions to the existing fleet maintenance agreements with Penske Truck Leasing Company (Penske) and Kelly’s Truck Repair (Kelly’s), from July 1, 2011 through December 31, 2011; and

WHEREAS on November 17, 2011, pursuant to Resolution No.11-149, the Board authorized additional six (6) month extensions to the existing bus fleet maintenance agreements with Penske and Kelly’s, from January 1, 2012 through June 30, 2012; now, therefore be it

RESOLVED 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 Sheet, and in related agenda materials and in testimony received; and be it
FURTHER RESOLVED that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interests of the Port to contract for **Bus Fleet Maintenance Service**, without standard bidding procedures, described in Section 5 of Port Ordinance 1606, and that said standard bidding procedures are hereby waived; and be it

FURTHER RESOLVED that the Board authorizes additional three (3) month extensions from July 1, 2012 through September 30, 2012, to the contracts with both **Penske** and **Kelly’s**; and be it

FURTHER RESOLVED that the Board authorizes the a spending authorization increase to the contract with **Penske** in an amount not to exceed $100,000 for Fiscal Year 2012-2013; and be it

FURTHER RESOLVED that the Board approves and authorizes the a spending authorization increase to the contract with **Kelly’s** in an amount not to exceed $125,000 for Fiscal Year 2012-2013; and be it

FURTHER RESOLVED that the work under these contracts does not fall within the scope of the Port of Oakland Maritime and Aviation Project Labor Agreement (MAPLA), and the provisions of the MAPLA do not apply

FURTHER RESOLVED that 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. 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 other contracting parties, there shall be no valid or effective agreement(s).

At the special meeting held on May 11, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Uno, Yee and President Calloway - 6
Noes: 0
RESOLUTION NO. 12-54

RESOLUTION APPROVING AND AUTHORIZING A THREE-MONTH EXTENSION OF THE FLEET AND TERMINAL CURBSIDE OPERATION AGREEMENT WITH VEOLIA-SHUTTLEPORT AT THE OAKLAND INTERNATIONAL AIRPORT.

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.5 dated May 11, 2012, ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED that the Board approves and authorizes the three-month extension of the Fleet and Terminal Curbside Operation Agreement with Veolia-ShuttlePort California, LLC at the Oakland International Airport to September 30, 2012, for a management fee for such three months not to exceed $105,243 and as further described in the Agenda Report, and, authorizes the Executive Director or his designee to execute such agreements and such additional documents as may be necessary to carry out the extension contemplated in the Agenda Report, provided that such documents are approved as to form and legality by the Port Attorney or her designee; and be it

FURTHER RESOLVED that this resolution is not evidence of and does not create or constitute (a) a contract, agreement, 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 contract or agreement is approved as to form and legality by the Port Attorney, and is delivered to other contracting parties, there shall be no valid or effective contract or agreement; and be it
FURTHER RESOLVED 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.

At the special meeting held on May 11, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Head, Uno, Yee and President Calloway - 6
Noes: 0
RESOLUTION AUTHORIZING AND APPROVING RETENTION OF SPECIAL COUNSEL.

RESOLVED that the Board of Port Commissioners hereby approves the retention of Fitzgerald Abbott & Beardsley, pursuant to the provisions of Section 6.05 of Port Ordinance No. 867, to render expert legal assistance and representation to the Port Attorney in connection with threatened litigation with Total Terminal International. The compensation of and reimbursement for out-of-pocket expenses incurred by said Special Counsel to be made from time to time as approved by the Port Attorney.

At the regular meeting held on May 17, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Hamlin, Uno, Yee and President Calloway - 5
Excused: Commissioners Gordon and Head - 2
Noes: 0
RESOLUTION NO. 12-56

RESOLUTION APPROVING AND AUTHORIZING EXECUTION OF TWO SETTLEMENT AGREEMENTS WITH ZURICH AMERICAN INSURANCE COMPANY REGARDING MOBIL (BERTHS 23/24) AND 801 MARITIME STREET SITES.

RESOLVED that the Board of Port Commissioners ("Board") hereby approves and authorizes the Executive Director to execute for and on behalf of the Board two Settlement Agreements with Zurich American Insurance Company regarding the Mobil (Berths 23/24) and 801 Maritime Street Sites; and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. 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 the other contracting parties, there shall be no valid or effective agreement.

At the regular meeting held on May 17, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Hamlin, Uno, Yee and President Calloway - 5
Excused: Commissioners Gordon and Head - 2
Noes: 0
RESOLUTION NO. 12-57

RESOLUTION APPROVING AND AUTHORIZING EXECUTION OF A SETTLEMENT AGREEMENT WITH CALIFORNIA DEPARTMENT OF TRANSPORTATION ("CALTRANS") REGARDING CONDEMNATION ACTION AND ALLOCATION OF SETTLEMENT PROCEEDS WITH UNION PACIFIC RAILROAD ("UP").

RESOLVED that the Board of Port Commissioners ("Board") hereby approves terms and conditions for and authorizes the Port Attorney to approve and execute a settlement agreement with the California Department of Transportation ("Caltrans") and Union Pacific Railroad ("Up") in the action of People of the State of California v. City of Oakland, et al., Alameda County Superior Court Case No. RG 06-290627.

FURTHER RESOLVED that 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.

At the regular meeting held on May 17, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Hamlin, Uno, Yee and President Calloway - 5
Excused: Commissioners Gordon and Head - 2
Noes: 0
RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO: (1) EXECUTE A PROPOSED AGREEMENT WITH FEDERAL AVIATION ADMINISTRATION TO COMPLETE THE SOUTH AND NORTH FIELD DESIGN REVIEW SERVICES AT A MAXIMUM COMPENSATION OF $250,000 FOR CONSULTING SERVICES WHICH CONSTITUTES PROFESSIONAL, TECHNICAL AND SPECIALIZED SERVICES THAT ARE TEMPORARY IN NATURE AND WAIVING STANDARD BIDDING PROCEDURES THEREFOR; (2) APPROVE A BUDGET IN THE AMOUNT NOT TO EXCEED $250,000 FOR THE DESIGN REVIEW SERVICES RELATED TO THE RUNWAY SAFETY AREA (“RSA”) PROJECT; AND (3) SUBMIT AND ACCEPT AN AIP GRANT OF AN AMOUNT NOT TO EXCEED $250,000.

WHEREAS the Board of Port Commissioners (“Board”) has reviewed and evaluated Board Agenda Report Item No. 2.1, dated May 17, 2012 (the “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; now, therefore, be it

RESOLVED 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 be it

FURTHER RESOLVED that based upon the information contained in the Agenda Report, the Board hereby finds and determines that the proposed agreements with the FEDERAL AVIATION ADMINISTRATION to complete the South and North Field final design review services as outlined in the Runway Safety Area (“RSA”) project will constitute agreements 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 without standard bidding and standard competitive bidding procedures are waived; and be it
FURTHER RESOLVED that the Board hereby approves and authorizes the execution for and on behalf of the Board of said agreement, upon terms and conditions consistent with the Agenda Report and providing that the FEDERAL AVIATION ADMINISTRATION shall be compensated for such services, including costs of miscellaneous reimbursable expenses, at a maximum compensation that shall not exceed $250,000; and be it

FURTHER RESOLVED that the Executive Director authorizes a budget for an amount not to exceed $250,000 for design review services to be provided by the FEDERAL AVIATION ADMINISTRATION, as forth in the Agenda Report; and be it

FURTHER RESOLVED that the Board hereby finds and determines it is in the best interest of the Port to approve the submittal of the grant application to the FEDERAL AVIATION ADMINISTRATION for the RSA project in the amount of $250,000; and be it

FURTHER RESOLVED that the Board authorizes the Executive Director to accept the grant on behalf of said Board, and to execute and submit all documents which may be necessary or convenient to complete said application, in accordance with the Agenda Report, and the Secretary is hereby authorized and directed to attest to the execution of such grant application, if deemed necessary, when said Grant Offers are released by the FEDERAL AVIATION ADMINISTRATION up to the amount of $250,000; and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on May 17, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Hamlin, Uno, Yee and President Calloway - 5
Excused: Commissioners Gordon and Head - 2
Noes: 0
RESOLUTION APPROVING THE AMENDMENT TO REIMBURSEMENT AGREEMENT AND FEE LETTER AGREEMENT WITH JPMORGAN RELATED TO THE LETTER OF CREDIT PROVIDED BY JPMORGAN AND CERTAIN OTHER DOCUMENTS RELATING THERETO AND CERTAIN OTHER ACTIONS.

WHEREAS, the Board of Port Commissioners of the City of Oakland, California (the "Board") is authorized by Section 706(24) of the Charter of the City of Oakland to provide for financing of Port facilities through the issuance and sale of debt instruments, including Commercial Paper Notes (the "Notes"), payable exclusively from revenues, other funds and property of the Port; and

WHEREAS, Ordinance No. 2858, adopted by the Board on February 21, 1989 ("Procedural Ordinance"), provides that the Notes shall be issued and sold in such manner and upon such terms and conditions, and contain such provisions and covenants, as the Board shall fix and establish; and

WHEREAS, the Board anticipates the need for certain capital improvements ("Improvements") and has determined that it is in the best interests of the Port to provide funds for the Improvements through issuance of the Notes, the proceeds of which Notes may also be used to pay costs of issuance of said Notes and to pay for one or more related liquidity facilities, including but not limited to letters of credit issued by a bank or banks; and

WHEREAS, the Board has previously authorized the issuance of Port of Oakland Commercial Paper Notes in an aggregate total amount outstanding not to exceed $300 million (the "Commercial Paper Program"), and to enter into related credit facilities, pursuant to various Board Resolutions, including Board Resolution No. 99359, adopted by the Board on August 31, 1999, and Board Resolution No. 98375, adopted by the Board on September 15, 1998, as amended by Board Resolution No. 02429, adopted by the Board on December 17, 2002 and by Board Resolution No. 05195, adopted by the Board on July 5, 2005, and by Board Resolution No. 10-74, adopted by the Board on June 22, 2010; and
WHEREAS, there is currently outstanding approximately $89 million in Notes issued pursuant to the Commercial Paper Program, and there are currently existing two credit facilities with respect to said Commercial Paper Program, consisting of: (i) a Reimbursement Agreement dated as of August 1, 2010 (including its accompanying Fee Letter, the “Wells Fargo Reimbursement Agreement”) with Wells Fargo Bank, National Association (“Wells Fargo”) with respect to the Notes designated as “Port of Oakland, California Commercial Paper Notes, Series A (Exempt Facility),” “Port of Oakland, California Commercial Paper Notes, Series B (Governmental),” and “Port of Oakland, California Commercial Paper Notes, Series C (Taxable),” (the “ABC Notes”), all issued pursuant to the Trust Indenture dated as of October 1, 1998 (the “1998 Indenture”) by and between the Board and U.S. Bank National Association (as successor-in-interest to U.S. Bank Trust National Association), as trustee (“Trustee”), which facility has a term of 3 years and an original Stated Amount (as defined in the 1998 Indenture) of no more than $150 million in principal amount of the ABC Notes, plus applicable coverage for interest, and (ii) a Reimbursement Agreement dated as of August 1, 2010 (including its accompanying Fee Letter, the “JPMorgan Reimbursement Agreement” and, together with the Wells Fargo Reimbursement Agreement, the “Reimbursement Agreements”) with JPMorgan Chase Bank, National Association (“JPMorgan,” and together with Wells Fargo, the “Banks”) with respect to the Notes designated as “Port of Oakland, California Commercial Paper Notes, Series D (Exempt Facility),” “Port of Oakland, California Commercial Paper Notes, Series E (Governmental),” and “Port of Oakland, California Commercial Paper Notes, Series F (Taxable)” (the “DEF Notes”), all issued pursuant to the Trust Indenture dated as of September 1, 1999 (the “1999 Indenture,” and together with the 1998 Indenture, the “Indentures”) by and between the Board and the Trustee, which facility has a term of 2 years and an original Stated Amount (as defined in the 1999 Indenture) of no more than $50 million in principal amount of the DEF Notes, plus applicable coverage for interest; and

WHEREAS, the JPMorgan Reimbursement Agreement and related letter of credit are scheduled to expire on August 2, 2012; and

WHEREAS, the Board wishes to extend the stated expiration date of the JPMorgan Reimbursement Agreement and related letter of credit for a term of an additional two years, through August 1, 2014; and

WHEREAS, in connection therewith, there has been presented to this Board the forms of a First Amendment to Reimbursement Agreement (the “Reimbursement Agreement Amendment”) and an Amended and Restated Fee Letter Agreement (the “Fee Letter”), each by and between the Board and JPMorgan; and

WHEREAS, such documents appear to be in appropriate form and the terms are satisfactory to the Board, and the Board has determined that it is in the best interest of the Port to provide funds to finance the
Improvements, to maintain related credit facilities, and to support the Commercial Paper Program; and

WHEREAS, the Board has reviewed and evaluated the Agenda Report dated May 17, 2012, Item 3.1 (the “Agenda Report”) and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; and

NOW, THEREFORE, BE IT RESOLVED by the Board as follows:

1. Authorized Credit Facilities. The Board has previously authorized the issuance of the Notes in the aggregate principal amount at any time outstanding not to exceed $300 million for the purpose of providing funds to finance the Improvements, to refinance, renew or refund previously issued Notes, to pay costs of issuance of such Notes, and to pay for one or more credit facilities related to the issuance of such Notes. The Board hereby reaffirms its authorization of such issuance and further provides that the Board may issue the ABC Notes in an aggregate principal amount of up to $300 million or the DEF Notes in an aggregate principal amount of up to $300 million, provided that in no event shall the aggregate principal amount of the Notes outstanding at one time exceed $300 million.

2. Approval of Documents, Authorization for Execution. The form, terms and provisions of the Reimbursement Agreement Amendment and the Fee Letter (collectively, the “Documents”) are in all respects ratified or approved, as the case may be, and the President of the Board or any Vice President of the Board and the Executive Director or Chief Financial Officer of the Board (collectively, the “Authorized Board Representatives”), any one or more thereof, are hereby authorized, empowered and directed to execute, acknowledge and deliver, as appropriate, each of the Documents, including counterparts thereof, in the name and on behalf of the Board, subject to the approval of the Port Attorney or his or her authorized designee. The Documents, as executed and delivered, shall be substantially in the forms now before this meeting and hereby approved, with such changes therein (including any changes required by a credit enhancer in order to obtain a letter of credit) as shall be approved by the officer or officers of the Port executing the same and by the Port Attorney or his or her authorized designee. The execution of the Documents shall constitute conclusive evidence of the Board’s approval of any and all changes or revisions therein from the forms of the Documents now before this meeting; and from and after the execution and delivery of the Documents, the officers, agents and employees of the Board are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Documents. Copies of the Documents in substantially final form as presented to the Board are on file with the Secretary of the Board.

3. Additional Authorization. The President and any Vice President of the Board, any Authorized Board Representative and all officers, agents and employees of the Board or the Port, for and on
behalf of the Board, are hereby authorized and directed to do any and all things necessary to effect the execution and delivery of the Reimbursement Agreement Amendment, the Fee Letter and any supplements or updates thereto, and to carry out the terms thereof. Said officers and other persons are further authorized and directed, for and on behalf of the Board, to execute all papers, documents, certificates and other instruments that may be required in order to carry out the authority conferred by this Resolution, subject in each case to the approval, if necessary of the Port Attorney or his or her authorized designee.

4. **Severability.** The provisions of this Resolution are hereby declared to be severable and, if any section, phrase or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions hereof.

5. **Effective Date.** The effective date of this Resolution shall be its date of adoption.

6. **Resolution Not Evidence of Contract.** 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. This Resolution approves and authorizes the execution of agreements in accordance with the terms of this Resolution. 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 the other contracting party, there shall be no valid or effective agreement.

7. In acting upon the matters contained herein, 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.

At the regular meeting held on May 17, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Hamlin, Uno, Yee and President Calloway - 5
Excused: Commissioners Gordon and Head - 2
Noes: 0
RESOLUTION AUTHORIZING EXECUTION OF ASSIGNMENT OF CONTRACT RIGHTS FROM NISCAYAH, INC. TO STANLEY CONVERGENT SECURITY SOLUTIONS, INC. FOR FURNISHING MAINTENANCE AND SERVICE OF ACCESS CONTROL AND ALARM MONITORING (ACAMS) AND VIDEO SURVEILLANCE SYSTEM (VSS) FOR THE PERIOD COMMENCING MAY 17, 2012 AND ENDING JUNE 30, 2013, OAKLAND INTERNATIONAL AIRPORT, OAKLAND, CALIFORNIA.

WHEREAS the Board of Port Commissioners (the “Board”) has reviewed and evaluated the Board Agenda Report Item No. 5.3, dated May 17, 2012 (the “Agenda Report”) and related agenda materials, has received the expert testimony of Port of Oakland (the “Port”) staff, and has provided opportunities for and taken public comment; and

WHEREAS, on August 5, 2009, pursuant to Resolution No. 09006, the Board authorized the execution of a contract with Niscayah, Inc. a Delaware corporation (Niscayah) for Furnishing Maintenance and Service of Access Control and Alarm Monitoring System (ACAMS) and Video Surveillance System (VSS) For The Period Commencing January 1, 2009 And Ending June 30, 2009, 2010, 2011, 2012 Or 2013, Oakland International Airport, Oakland, California; and

WHEREAS, effective September 9, 2011, Niscayah was acquired by Stanley Convergent Security Solutions, Inc., a Delaware corporation, (Stanley); and

WHEREAS, on September 13, 2011, the Port was requested to approve an assignment of Niscayah’s contract for Furnishing Maintenance and Service of Access Control and Alarm Monitoring System (ACAMS) and Video Surveillance System (VSS) For The Period Commencing January 1, 2009 And Ending June 30, 2009, 2010, 2011, 2012 Or 2013, Oakland International Airport, Oakland, California to Stanley; now, therefore, be it
RESOLVED 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 Sheet, and in related agenda materials and in testimony received; and be it

RESOLVED that the Board hereby approves and authorizes the Executive Director to execute the Consent to Assignment Agreement for said contract for Furnishing Maintenance and Service of Access Control and Alarm Monitoring System (ACAMS) and Video Surveillance System (VSS) For The Period Commencing May 17, 2012 And Ending June 30, 2013, Oakland International Airport, Oakland, California, to Stanley, provided, however, that such consent shall not constitute in any manner a release or waiver by the Port of any rights it now or in the future may have against Niscayah, and provided that such consent is subject to the approval of the form and substance of said transfer by the Port Attorney; and be it

FURTHER RESOLVED that Stanley must provide bonds and insurance required by the contract for the benefit of the Port in its new name to satisfy the requirements of the contract; and be it

FURTHER RESOLVED that this contract is not for “major maintenance” within the meaning of the Port of Oakland Maritime and Aviation Project Labor Agreement (MAPLA), and the provisions of the MAPLA do not apply to this work; and be it

FURTHER RESOLVED that this resolution is not evidence of and does not create or constitute (a) a contract(s), 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. This resolution approves and authorizes the execution of a contract in accordance with the terms of this resolution. Unless and until a separate written contract 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 change order.

At the regular meeting held on May 17, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Hamlin, Uno, Yee and President Calloway - 5
Excused: Commissioners Gordon and Head - 2
Noes: 0
RESOLUTION NO. 12-61

RESOLUTION AUTHORIZING AND APPROVING CREATION OF THREE (3) NEW CLASSIFICATIONS: INFORMATION TECHNOLOGY BUSINESS ANALYST I, INFORMATION TECHNOLOGY BUSINESS ANALYST II AND PROGRAMMER ANALYST III; ALLOCATION AND ADDITION OF TWO (2) POSITIONS OF IT BUSINESS ANALYST II AND TWO (2) POSITIONS OF PROGRAMMER ANALYST III; DELETION OF ONE (1) POSITION OF IT MANAGER AND THE ADDITION OF ONE (1) POSITION OF CHIEF TECHNOLOGY OFFICER IN THE INFORMATION TECHNOLOGY DEPARTMENT AND TRANSFER OF REPRESENTATION UNIT FOR CHIEF TECHNOLOGY OFFICER CLASSIFICATION FROM UNIT K TO UNIT H.

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report dated May 17, 2012, Item No. 6.1 (herein the "Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED that the Board hereby approves the creation of the following classifications for the fiscal year 2011-2012 staffing plan and as more fully described in the Agenda Report:

<table>
<thead>
<tr>
<th>Title</th>
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<tbody>
<tr>
<td>Information Technology Business Analyst I</td>
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<tr>
<td>Information Technology Business Analyst II</td>
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<tr>
<td>Programmer Analyst III</td>
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</table>

and be it

FURTHER RESOLVED that the Board hereby approves the allocation and addition of the following positions to the fiscal year 2011-2012 staffing plan and as more fully described in the Agenda Report:

<table>
<thead>
<tr>
<th>No. of Positions</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>2</td>
<td>Information Technology Business Analyst II</td>
</tr>
<tr>
<td>2</td>
<td>Programmer Analyst III</td>
</tr>
</tbody>
</table>
and be it

**FURTHER RESOLVED** that the Board hereby approves the deletion of the following position from the fiscal year 2011-2012 staffing plan:

<table>
<thead>
<tr>
<th>No. of Positions</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Information Technology Manager</td>
</tr>
</tbody>
</table>

and be it

**FURTHER RESOLVED** that the Board hereby approves the allocation and addition of one (1) Chief Technology Officer position to the fiscal year 2011-2012 staffing plan for the Information Technology Department as well as the transfer of the Chief Technology Officer classification from representation Unit K to representation Unit H and as more fully described in the Agenda Report; and be it

**FURTHER RESOLVED** that in acting upon the matters contained herein, 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 materials and in testimony received.

At the regular meeting held on May 17, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Hamlin, Uno, Yee and President Calloway - 5
Excused: Commissioners Gordon and Head - 2
Noes: 0
RESOLUTION NO. 12-62

RESOLUTION APPROVING AND AUTHORIZING THE PROJECT BUDGET OF $4,935,000 FOR REPLACEMENT OF PUMP HOUSE NO. 6, SOUTH FIELD, OAKLAND INTERNATIONAL AIRPORT, OAKLAND, CALIFORNIA; AUTHORIZING THE DIRECTOR OF ENGINEERING TO APPROVE PLANS AND PROJECT MANUAL; CALLING FOR BIDS THEREFOR; AND AUTHORIZING THE EXECUTIVE DIRECTOR TO AWARD A CONTRACT TO THE LOWEST RESPONSIBLE RESPONSIVE BIDDER IN AN AMOUNT NOT TO EXCEED $2,800,000.

WHEREAS the Board of Port Commissioners (the "Board") has reviewed and evaluated the Board Agenda Report Item No. 6.4, dated May 17, 2012 (the "Agenda Report") and related agenda materials, has received the expert testimony of Port of Oakland (the "Port") staff, and has provided opportunities for and taken public comment; now, therefore be it

RESOLVED 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 Sheet, and in related agenda materials and in testimony received; and be it

FURTHER RESOLVED that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to approve and authorize the project budget in a total aggregate amount not to exceed $4,935,000, for the Replacement of Pump House No. 6, South Field, Oakland International Airport, Oakland, California ("Replacement of Pump House No. 6"), as more fully described in the Agenda Report; and be it
FURTHER RESOLVED that the Board hereby finds and determines that the development and use provided for in the project manual and the subsequent use of the development approved by this resolution are in conformity with the General Plan of the City; and be it

FURTHER RESOLVED that the Director of Engineering or his designee is authorized to approve the plans and project manual for Replacement of Pump House No. 6 in advance of construction, pursuant to Government Code Section 830.6; and be it

FURTHER RESOLVED that the Secretary of the Board is hereby authorized to advertise for four consecutive days in the official newspaper of the City of Oakland for sealed bids for the project not less than ten calendar days prior to the date set for receiving said bids; and be it

FURTHER RESOLVED the provisions of the Maritime and Aviation Project Labor Agreement (MAPLA) apply to this project; and be it,

FURTHER RESOLVED that the Board hereby approves and authorizes the Executive Director to award a contract to the lowest responsible, responsive bidder, based upon the receipt of formal sealed bids, for Replacement of Pump House No. 6, in an amount not to exceed $2,800,000; and be it

FURTHER RESOLVED that based upon the information contained in the Agenda Report the Board hereby authorizes the rejection of all other bids received for Replacement of Pump House No. 6, and directs that securities accompanying said bids shall be returned to the respective bidders; and be it

FURTHER RESOLVED that the Board hereby finds and determines that this project is categorically exempt from the California Environmental Quality Act (CEQA) and Port CEQA Guidelines pursuant to Section 15302 which exempts the reconstruction of existing structures and facilities where the new structure will be located on the same site as the structure replaced and will have substantially the same purpose and capacity; and be it

FURTHER RESOLVED that the Replacement of Pump House No. 6 requires conformance with the Bay Conservation and Development Commission’s ("BCDC") San Francisco Bay Plan; and be it

FURTHER RESOLVED that pursuant to Port Ordinance 1606, Section 22, the Board finds and determines it to be in the Port’s best interest to delegate to the Executive Director, and hereby delegates to the Executive Director, the authority to finally resolve bid protests in connection with this project; and be it

FURTHER RESOLVED that a bond for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and
materials furnished and for amounts due under the Unemployment Insurance Code, each in the amount of one hundred percent (100%) of the contract price shall be provided by the Contractor as prescribed by applicable laws and regulations and the contract specifications; and be it

FURTHER RESOLVED that the procedure prescribed by applicable laws, regulations and the contract specifications shall be taken for the execution of said contract; and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of a contract in accordance with the terms of this resolution. Unless and until a separate written contract 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 contract.

At the regular meeting held on May 17, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Hamlin, Uno, Yee and President Calloway - 5
Excused: Commissioners Gordon and Head - 2
Noes: 0
BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND

RESOLUTION NO. 12-63

RESOLUTION FINDING AND DETERMINING THAT A PROPOSED SECOND SUPPLEMENTAL AGREEMENT WITH KIMLEY-HORN AND ASSOCIATES AT AN ADDITIONAL MAXIMUM COMPENSATION OF $420,000 FOR CONSULTING SERVICES CONSTITUTES PROFESSIONAL, TECHNICAL AND SPECIALIZED SERVICES THAT ARE TEMPORARY IN NATURE, WAIVING COMPETITIVE BIDDING AND AUTHORIZING EXECUTION OF SAID SUPPLEMENTAL AGREEMENT.

WHEREAS by Resolution No. 08095, adopted by the Board of Port Commissioners (the "Board") on May 6, 2008, and as amended by the First Supplemental Agreement, dated February 3, 2009, the Board authorized an Agreement with KIMLEY-HORN AND ASSOCIATES for consulting services with respect to on-call engineering services at the Oakland International Airport; and

WHEREAS it is desirable at this time to further amend said Agreement to authorize the Executive Director of the Port of Oakland ("Port") to approve completion of design for the Replacement of Pump House No. 6, as more fully set forth in the Board Agenda Report Item No. 6.4, dated May 17, 2012 (the "Agenda Report"), and additional compensation for such work; and

WHEREAS the Board has reviewed and evaluated the Agenda Report and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; now, therefore, be it

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

FURTHER RESOLVED that the Board hereby finds and determines that the proposed Second Supplemental Agreement with KIMLEY-HORN AND ASSOCIATES 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 KIMLEY-HORN AND ASSOCIATES without competitive bidding; and be it

FURTHER RESOLVED that the Board hereby approves and authorizes the execution for and on behalf of the Board of said Supplemental Agreement, upon terms and conditions consistent with the Agenda Report and providing that KIMLEY-HORN AND ASSOCIATES shall be compensated for such services including
costs of miscellaneous reimbursable expenses at a maximum compensation that shall not exceed an additional $420,000; and be it

FURTHER RESOLVED that the Board hereby approves and authorizes the extension of term for said agreements from May 7, 2013 through December 31, 2015; and be it

FURTHER RESOLVED that 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.

At the regular meeting held on May 17, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Hamlin, Uno, Yee and President Calloway - 5
Excused: Commissioners Gordon and Head - 2
Noes: 0
RESOLUTION NO. 12-64

RESOLUTION APPROVING THE ONE-TIME MODIFICATION OF
THE INTERNATIONAL AIR SERVICE MARKETING INCENTIVE
PROGRAM.

WHEREAS the Board of Port Commissioners ("Board") has reviewed and
evaluated the Agenda Report for Item 6.5, dated May 17, 2012 (herein the
"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; now, therefore, be it

RESOLVED 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 be it

FURTHER RESOLVED that the Board hereby approves a one-time
modification to the International Air Service Marketing Incentive Program
(the "International Program") to provide waiver of specific fees and
charges (landing fees, international flight turn charges, International
Arrivals Building charges, and inbound baggage carousel charges) as more
fully set forth in the Agenda Report and authorizes the Director of
Aviation to execute an amendment covering approved changes to the
International Program; and be it

FURTHER RESOLVED that this resolution is not evidence of and does
not create or constitute (a) a contract or lease, 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 separate written
agreement(s) are 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 other contracting party, there
shall be no valid or effective agreement(s).

At the regular meeting held on May 17, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Hamlin, Uno, Yee and
President Calloway - 5
Excused: Commissioners Gordon and Head - 2
Noes: 0
RESOLUTION NO. 12-65

RESOLUTION AUTHORIZING AND APPROVING RETENTION OF SPECIAL COUNSEL.

RESOLVED that the Board of Port Commissioners hereby approves the retention of Hanson Bridgett LLP, pursuant to the provisions of Section 6.05 of Port Ordinance No. 867, to render expert legal assistance and representation to the Port Attorney in connection with the Benny Taylor arbitration. The compensation of and reimbursement for out-of-pocket expenses incurred by said Special Counsel to be made from time to time as approved by the Port Attorney.

At the regular meeting held on June 7, 2012

Passed by the following vote:

Ayes: Commissioners Gordon, Hamlin, Uno, Yee and President Gonzales - 5
Excused: Commissioner Head and President Calloway - 2
Noes: 0
BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND

RESOLUTION NO. 12-66

RESOLUTION PROVIDING FOR THE PAYMENT TO THE CITY OF OAKLAND ("CITY") FOR GENERAL SERVICES PROVIDED TO THE PORT OF OAKLAND ("PORT") IN FISCAL YEARS 2007-2008 THROUGH 2010-11 AND FOR THE REIMBURSEMENT OF CERTAIN CITY EXPENDITURES FOR LAKE MERRITT TIDELAND TRUST PURPOSES IN FISCAL YEARS 2007-2008 THROUGH 2010-11, AND MAKING CERTAIN DETERMINATIONS IN CONNECTION THEREWITH.

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 3.2 dated June 7, 2012, ("Agenda Report") and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED that the Board, subject to the terms and conditions hereinafter described, hereby authorizes the transfer from the Port Revenue Fund to the General Fund of the City a total amount that shall not exceed $7,860,105, said transfer to be made from any funds available in the Port Revenue Fund in accordance with the Ninth purpose of Section 717(3) of the Charter of the City of Oakland, subject and subordinate to all payments required by the First, Second, Third, Fourth, Fifth, Sixth, Seventh and Eighth purposes of Section 717(3) of the Charter of the City of Oakland; and be it

FURTHER RESOLVED that the Board does hereby determine that moneys, sufficient to make the $7,860,105 maximum transfer hereinafore specified, exist in said Port Revenue Fund which are not needed for any of the First through Eighth purposes of said Section 717(3) of said Charter; and be it

FURTHER RESOLVED that said amount of $7,860,105 to be transferred to the General Fund of the City shall be allocated, subject to the provisions hereof, to payment for General Services and to reimburse the City for net City expenditures of local funds for Lake Merritt tidelands trust purposes as follows:

(1) Fiscal Year 2007-2008 $1,934,651
(2) Fiscal Year 2008-2009 $1,940,833
(3) Fiscal Year 2009-2010 $1,983,798
(4) Fiscal Year 2010-2011 $2,037,723
(5) Fiscal Year 2010-2011 Memorandum of Agreement Offset ($36,900);
and be it

FURTHER RESOLVED that the General Services payments and Lake Merritt reimbursements are conditioned upon and subject to the terms and conditions contained in the Memorandum of Understanding effective July 1, 1983 between the Board and the City of Oakland, acting by and through its City Council, as amended by the Eleventh Supplemental Agreement (General Services) effective July 1, 1993 and as amended by the Twelfth Supplemental Agreement (Lake Merritt Tidelands) effective July 1, 1993; and be it

FURTHER RESOLVED that the action taken by this resolution does not constitute a commitment by the Board with respect to any other determination of moneys being available for the Ninth purpose of Section 717(3) of the Charter of the City of Oakland; and be it

FURTHER RESOLVED that in acting upon the matters contained herein, 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 materials and in testimony received; and be it

FURTHER RESOLVED that this resolution is not evidence of and does not create or constitute (a) a contract or lease, 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 separate written agreement(s) are 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 other contracting party, there shall be no valid or effective agreement(s).

At the regular meeting held on June 7, 2012

Passed by the following vote:

Ayes: Commissioners Gordon, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: President Calloway - 1
Noes: 0
RESOLUTION NO. 12-67

RESOLUTION APPROVING THE TERMS AND CONDITIONS OF THE SPACE/USE PERMIT WITH GOLD RING POWER, LLC.

WHEREAS the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report for Item 5.1, dated June 7, 2012 (herein the "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; now, therefore, be it

RESOLVED 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 be it

FURTHER RESOLVED that the Board approves the terms and conditions and ratifies the Director of Aviation to execute the Space/Use Permit with GOLD RING POWER, LLC, to commence occupancy of space at the Oakland International Airport as more fully described in the Agenda Report; and be it
FURTHER RESOLVED that this resolution is not evidence of and does not create or constitute (a) a contract or lease, 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 separate written agreement(s) are 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 other contracting party, there shall be no valid or effective agreement(s).

At the regular meeting held on June 7, 2012

Passed by the following vote:

Ayes: Commissioners Gordon, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: President Calloway - 1
Nees: 0
RESOLUTION NO. 12-68

BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND

RESOLUTION FINDING AND DETERMINING THAT A PROPOSED FIRST SUPPLEMENTAL AGREEMENT WITH SCIENCE APPLICATIONS INTERNATIONAL CORPORATION ("SAIC") AT A MAXIMUM COMPENSATION OF $1,000,000 FOR TWO (2) YEARS, FOR CONSULTING SERVICES CONSTITUTES PROFESSIONAL, TECHNICAL AND SPECIALIZED SERVICES THAT ARE TEMPORARY IN NATURE, WAIVING COMPETITIVE BIDDING AND AUTHORIZING EXECUTION OF SAID SUPPLEMENTAL AGREEMENT.

WHEREAS by Resolution No. 09145, adopted by the Board of Port Commissioners (the "Board") on October 6, 2009, the Board authorized an Agreement with SCIENCE APPLICATIONS INTERNATIONAL CORPORATION ("SAIC"), for consulting services with respect to maintaining the Port of Oakland ("Port") Truck Registry; and

WHEREAS it is desirable at this time to further amend said Agreement to authorize the Executive Director of the Port to approve additional work under said Agreement as set forth in the Board Agenda Report Item No. 5.2, dated June 7, 2012 (the "Agenda Report"), and additional compensation for such work; and

WHEREAS the Board has reviewed and evaluated the Agenda Report and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED 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 be it
RESOLVED that the Board hereby finds and determines that the proposed First Supplemental Agreement with SAIC 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 SAIC without competitive bidding and standard competitive bidding procedures are waived; and be it

FURTHER RESOLVED that the Board hereby approves and authorizes the execution for and on behalf of the Board of said First Supplemental Agreement, upon terms and conditions consistent with the Agenda Report and providing that SAIC shall be compensated for such services including costs of miscellaneous reimbursable expenses and that the term of said agreement shall be extended for an additional two (2) years at a maximum compensation that shall not exceed $1,000,000 through Fiscal Year 2013-2014; and be it

FURTHER RESOLVED that 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.

At the regular meeting held on June 7, 2012

Passed by the following vote:

Ayes: Commissioners Gordon, Hamlin, Head, Uno, Yee and
President Gonzales - 6
Excused: President Calloway - 1
Noes: 0
RESOLUTION FINDING AND DETERMINING THAT A PROPOSED AGREEMENT WITH URS CORPORATION DOING BUSINESS AS URS CORPORATION AMERICAS AT A MAXIMUM COMPENSATION OF $245,000 FOR CONSULTING SERVICES CONSTITUTES PROFESSIONAL, TECHNICAL AND SPECIALIZED SERVICES THAT ARE TEMPORARY IN NATURE, WAIVING STANDARD BIDDING PROCEDURES AND AUTHORIZING EXECUTION OF AGREEMENT.

WHEREAS the Board of Port Commissioners (the "Board") has reviewed and evaluated Board Agenda Report Item No. 6.1, dated June 7, 2012 (the "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; now, therefore, be it

RESOLVED 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 be it

FURTHER RESOLVED that based upon the information contained the Agenda Report, the Board hereby finds and determines that the proposed agreement with URS CORPORATION DOING BUSINESS AS URS CORPORATION AMERICAS ("URS") to provide facilitation services for the Oakland Airport-Community Noise Management Forum ("Noise Forum") 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 URS without standard bidding and standard competitive bidding procedures are waived; and be it
FURTHER RESOLVED that the Board hereby approves and authorizes the Executive Director to execute for and on behalf of the Board said agreement, upon terms and conditions consistent with the Agenda Report and providing that URS shall be compensated for such services, including costs of miscellaneous reimbursable expenses, at a maximum compensation that shall not exceed $245,000 for a term of five (5) years; and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on June 7, 2012

Passed by the following vote:

Ayes: Commissioners Gordon, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: President Calloway - 1
Noes: 0
RESOLUTION FINDING AND DETERMINING THAT A PROPOSED AGREEMENT WITH LANDRUM & BROWN, INC. AT A MAXIMUM COMPENSATION OF $245,000 FOR CONSULTING SERVICES CONSTITUTES PROFESSIONAL, TECHNICAL AND SPECIALIZED SERVICES THAT ARE TEMPORARY IN NATURE, WAIVING STANDARD BIDDING PROCEDURES AND AUTHORIZING EXECUTION OF AGREEMENT.

WHEREAS the Board of Port Commissioners (the "Board") has reviewed and evaluated Board Agenda Report Item No. 6.1, dated June 7, 2012 (the "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; now, therefore, be it

RESOLVED 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 be it

FURTHER RESOLVED that based upon the information contained the Agenda Report, the Board hereby finds and determines that the proposed agreement with LANDRUM & BROWN, INC. to provide Community Noise consulting services for the Oakland Airport-Community Noise Management Forum 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 LANDRUM & BROWN, INC. without standard bidding and standard competitive bidding procedures are waived; and be it
FURTHER RESOLVED that the Board hereby approves and authorizes the Executive Director to execute for and on behalf of the Board said agreement, upon terms and conditions consistent with the Agenda Report and providing that LANDRUM & BROWN, INC. shall be compensated for such services, including costs of miscellaneous reimbursable expenses, at a maximum compensation that shall not exceed $245,000 for a term of five (5) years; and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on June 7, 2012

Passed by the following vote:

Ayes: Commissioners Gordon, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: President Calloway - 1
Noes: 0
RESOLUTION NO. 12-71

RESOLUTION APPROVING AND AUTHORIZING AN INCREASE TO THE EXPENDITURE LIMIT TO THE EXISTING CONTRACT WITH DILLARD TRUCKING, INC., DOING BUSINESS AS DILLARD ENVIRONMENTAL SERVICES (LIC. NO. 624665), FOR PERFORMING EMERGENCY SPILL RESPONSE AND HANDLING HAZARDOUS AND CONTAMINATED MATERIALS AT PORT OF OAKLAND MARITIME AND AVIATION CONSTRUCTION SITES FOR THE PERIOD COMMENCING JULY 1, 2010 AND ENDING JUNE 30, 2011, 2012 OR 2013, OAKLAND, CALIFORNIA, BY $350,000, FOR A TOTAL AMOUNT NOT TO EXCEED $500,000 FOR THE PERIOD FROM JULY 1, 2012 TO JUNE 30, 2013.

WHEREAS the Board of Port Commissioners (the "Board") has reviewed and evaluated Board Agenda Report Item No. 6.3, dated June 7, 2012 (the "Agenda Report") and related agenda materials, has received the expert testimony of Port of Oakland (the "Port") staff, and has provided opportunities for and taken public comment; now, therefore be it;

RESOLVED 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 be it
FURTHER RESOLVED that based upon the information contained in the Agenda Report, the Board hereby authorizes and approves an increase to the contract expenditure limit for Performing Emergency Spill Response And Handling Hazardous And Contaminated Materials At Port Of Oakland Maritime And Aviation Construction Sites For The Period Commencing July 1, 2010 And Ending June 30, 2011, 2012 Or 2013, Oakland, California of $350,000, for a total aggregate amount not to exceed $500,000 for the contract Period from July 1, 2012 through June 30, 2013.

At the regular meeting held on June 7, 2012

Passed by the following vote:

Ayes: Commissioners Hamlin, Head, Uno, Yee and President Gonzales - 5
Excused: President Calloway - 1
Noes: Commissioner Gordon - 1
RESOLUTION FINDING AND DETERMINING THAT PROPOSED SUPPLEMENTAL AGREEMENTS WITH GHIRARDELLI ASSOCIATES, VSCE AND/OR CONSOLIDATED CM AT A COMBINED MAXIMUM COMPENSATION OF $2,000,000 FOR CONSULTING SERVICES CONSTITUTES PROFESSIONAL, TECHNICAL AND SPECIALIZED SERVICES THAT ARE TEMPORARY IN NATURE, WAIVING COMPETITIVE BIDDING AND AUTHORIZING EXECUTION OF SAID SUPPLEMENTAL AGREEMENT.

WHEREAS by Resolution No. 10-49, adopted by the Board of Port Commissioners (the "Board") on May 4, 2010, the Board authorized agreements with GHIRARDELLI ASSOCIATES, VSCE and CONSOLIDATED CM, for consulting services with respect to on-call construction management support services; and

WHEREAS it is desirable at this time to further amend one or more of said agreements to authorize the Executive Director of the Port of Oakland ("Port") to approve additional work under said agreements as set forth in the Board Agenda Report Item No. 6.4, dated June 7, 2012 (the "Agenda Report"), and additional compensation for such work; and

WHEREAS the Board has reviewed and evaluated the Agenda Report and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED 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 be it

RESOLVED that the Board hereby finds and determines that proposed Supplemental Agreements with GHIRARDELLI ASSOCIATES, VSCE and/or CONSOLIDATED CM will constitute agreements 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 GHIRARDELLI ASSOCIATES, VSCE and/or CONSOLIDATED CM without competitive bidding and standard competitive bidding procedures are waived; and be it

FURTHER RESOLVED that the Board hereby approves and authorizes the execution for and on behalf of the Board of said Supplemental Agreements, upon terms and conditions consistent with the Agenda Report and providing that GHIRARDELLI ASSOCIATES, VSCE and/or CONSOLIDATED CM shall be compensated for such services including costs of miscellaneous reimbursable expenses at a combined maximum compensation that shall not exceed an additional $2,000,000 for a term of three (3) years; and be it

FURTHER RESOLVED that 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.

At the regular meeting held on June 7, 2012

Passed by the following vote:

Ayes: Commissioners Gordon, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: President Calloway - 1
Noes: 0
RESOLUTION NO. 12-73

RESOLUTION APPROVING AND AUTHORIZING THE EXECUTIVE DIRECTOR OR HIS DESIGNEE TO EXECUTE THE LEGISLATIVE AND REGULATORY AFFAIRS PROGRAM AGREEMENT WITH THE NORTHERN CALIFORNIA POWER AGENCY FOR FISCAL YEARS 2013, 2014, AND 2015, IN AN AMOUNT NOT TO EXCEED $100,000 ANNUALLY.

WHEREAS the Board of Port Commissioners (the "Board") has reviewed and evaluated Board Agenda Report Item No. 6.5, dated June 7, 2012 (the "Agenda Report") and related agenda materials, has received the expert testimony of Port of Oakland (the "Port") staff, and has provided opportunities for and taken public comment; now, therefore be it; now therefore be it

RESOLVED 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 Sheet, and in related agenda materials and in testimony received; and be it

RESOLVED that the Board hereby approves and authorizes the Port's participation in the Northern California Power Agency's ("NCPA") Legislative and Regulatory Affairs Program for fiscal years 2013, 2014 and 2015, in an amount not to exceed $100,000 annually, as more fully described in the Agenda Report; and be it

RESOLVED that the Board hereby approves and authorizes the Executive Director or his designee to execute for and on behalf of the Board the Legislative and Regulatory Affairs Program Agreement for fiscal years 2013, 2014, and 2015; and be it
FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on June 7, 2012

Passed by the following vote:

Ayes: Commissioners Gordon, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: President Calloway - 1
Noes: 0
RESOLUTION NO. 12-74

RESOLUTION APPROVING AND RATIFYING A PERSONNEL ACTION INVOLVING EMPLOYEE NUMBER 400747.

RESOLVED that the Board of Port Commissioners ("Board") hereby approves and ratifies a recent personnel action involving Employee No. 400747, retroactive to and effective on May 21, 2012.

At the regular meeting held on June 14, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Hamlin, Head, Uno, Yee and President Calloway - 6
Excused: Commissioner Gordon - 1
Nees: 0
RESOLUTION NO. 12-75

RESOLUTION RATIFYING, CONFIRMING AND APPROVING APPOINTMENT OF SPECIAL COUNSEL.

RESOLVED that the Board of Port Commissioners hereby ratifies, confirms and approves the appointment of FARELLA BRAUN & MARTEL, LLP as Special Counsel, pursuant to the provisions of Section 6.05 of Port Ordinance No. 867, to render expert assistance to the Port Attorney concerning the Airport Perimeter Dike Improvement Project and related pipeline issues; the compensation of and reimbursement for out-of-pocket expenses incurred by said Special Counsel to be made from time to time as approved by the Port Attorney.

At the regular meeting held on June 14, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Hamlin, Head, Uno, Yee and President Calloway - 6
Excused: Commissioner Gordon - 1
Noes: 0
RESOLUTION NO. 12-76

RESOLUTION APPROVING THE MODIFICATIONS TO THE FORMER OAKLAND ARMY BASE ("OAB") FINAL DEVELOPMENT PLAN RELATING TO THE RAIL PROGRAM AND ADOPTION OF MITIGATION MEASURES.

WHEREAS, in September, 2002, the Board of Port Commissioners (the "Board"), acting as a responsible agency under the California Environmental Quality Act ("CEQA"), approved and adopted that certain Final Environmental Impact Report of the Oakland Army Base Area Redevelopment Plan (hereafter referred to as the "2002 OAB EIR"), which was certified by the City Planning Commission of the City of Oakland ("City") as the lead agency under CEQA on July 29, 2002). The 2002 OAB EIR was prepared for the development of both the City’s and the Port of Oakland’s ("Port’s") portions of the OAB; and

WHEREAS, one of the mitigation measures in the 2002 OAB EIR for impacts to cultural resources on the OAB required the Port to approve a final development plan for the Port’s portion of the OAB lands that contain contributing structures to the OAB Historic District and consider the partial removal (rather than total removal) of such structures prior to commencing any deconstruction or demolition activities on those contributing structures; and

WHEREAS, on October 3, 2006, the Board adopted a Final Development Plan for the Port’s portion of the OAB (the "Final Development Plan"), and the Port has considered various development alternatives for the OAB and adjacent property, all as described in the Agenda Report for Major Projects Tab 2.2 of the agenda for the Board meeting of June 21, 2012 (the "Agenda Report"); and

WHEREAS, to ensure that both the Port’s and the City’s latest development plans for the OAB (collectively, the "Project") were properly analyzed under CEQA, City staff, in consultation with Port staff, prepared the "2012 Oakland Army Base Project Initial Study/Addendum" dated May, 2012 by LSA Associates, Inc. (the "Initial Study/Addendum") that evaluated all of the proposed Project’s potentially significant
environmental effects and concluded that (i) the Project would not result in new significant environmental impacts or a substantial increase in the severity of significant impacts already identified in prior CEQA reviews conducted for the OAB and (ii) therefore no further CEQA review is required; and

WHEREAS, on June 19, 2012, the City Council adopted certain CEQA findings in connection with the OAB and took certain actions in furtherance of the Project (collectively, the "City CEQA Findings"), all as described and set forth in greater detail in the agenda materials for the City Council meeting of June 19, 2012 and posted on the City's website; and

WHEREAS, the Board wishes to approve certain modifications of the Final Development Plan (the "Revised Final Development Plan"), adopt certain mitigation measures related to such modifications (which while not required to avoid or reduce significant impacts will ensure the Project's consistency with the City's Standard Conditions of Approval/Mitigation Monitoring and Reporting Program), and authorize the Port's Executive Director to initiate the development of the Port's portion of the OAB in accordance with the Revised Final Development Plan and mitigation measures; now, therefore, be it

RESOLVED, based upon the entire record before the Board, including, without limitation, the Agenda Report, the City CEQA Findings, the 2002 OAB EIR, and oral reports and testimony at the Board meeting of June 21, 2012, and following the Board's independent evaluation and consideration of the Initial Study/Addendum, the Board hereby finds and determines the following:

a. There are no substantial changes to the Project that would result in new significant environmental impacts or a substantial increase in the severity of significant impacts already identified in the 2002 OAB EIR, which was a "project level" EIR pursuant to CEQA Guidelines Section 15180(b), the Port's 2006 Maritime Street Addendum, the City's 2006 OAB Auto Mall Supplemental EIR and 2007 Addendum, and the City's 2009 Addendum for the Central Gateway Aggregate Recycling and Fill Project (collectively called "Previous CEQA Documents");

b. There are no substantial changes in circumstances that would result in new significant environmental impacts or a substantial increase in the severity of significant impacts already identified in the Previous CEQA Documents; and

c. There is no new information of substantial importance, which was not known and could not have been known with the exercise of reasonable diligence at the time the
previous CEQA Documents were certified, which is expected to result in:

1. New significant environmental effects or a substantial increase in the severity of significant environmental effects already identified in the Previous CEQA Documents; or

2. Mitigation measures which were previously determined not to be feasible would in fact be feasible, or which are considerably different from those recommended in the Previous CEQA Documents, and which would substantially reduce significant effects of the Project, but the City declines to adopt them; and be it

FURTHER RESOLVED, that the Board, upon independent evaluation and consideration of the Initial Study/Addendum, hereby relies on the City CEQA Findings, and, in addition to making the Board’s own CEQA findings as set forth above, adopts the mitigations measures applicable to the Port, as presented in Attachment D to the Agenda Report in the “Standard Conditions of Approval/Mitigation Monitoring and Reporting Program”, as revised and corrected; and be it

FURTHER RESOLVED, that the Board hereby approves the Revised Final Development Plan as set forth and described in the Agenda Report.

At the regular meeting held on June 21, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Hamlin, Head, Yee and President Calloway - 6
Excused: Commissioner Uno - 1
Noes: 0
BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND

RESOLUTION NO. 12-77

RESOLUTION FINDING AND DETERMINING THAT A PROPOSED FIFTH SUPPLEMENTAL AGREEMENT WITH URS CORPORATION AMERICAS AT A MAXIMUM COMPENSATION OF $360,000 FOR CONSULTING SERVICES CONSTITUTES PROFESSIONAL, TECHNICAL AND SPECIALIZED SERVICES THAT ARE TEMPORARY IN NATURE, WAIVING COMPETITIVE BIDDING AND AUTHORIZING EXECUTION OF SAID SUPPLEMENTAL AGREEMENT.

WHEREAS by Resolution No. 07006, adopted by the Board of Port Commissioners (the "Board") on April 2, 2007 and as amended by supplemental agreements, the Board authorized an Agreement with URS CORPORATION AMERICAS, for consulting services with respect to environmental studies, analysis and reports; and

WHEREAS it is desirable at this time to further amend said Agreement to authorize the Executive Director of the Port to approve additional work under said Agreement as set forth in the Board Agenda Report Item No. 2.3, dated June 21, 2012 (herein the "Agenda Report"), and additional compensation for such work; and

WHEREAS the Board has reviewed and evaluated the Agenda Report and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED 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 be it
RESOLVED that the Board hereby finds and determines that the proposed Fifth Supplemental Agreement with URS CORPORATION AMERICAS 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 URS CORPORATION AMERICAS without competitive bidding; and be it

FURTHER RESOLVED that the Board hereby approves and authorizes the execution for and on behalf of the Board of said Fifth Supplemental Agreement, upon terms and conditions consistent with the Agenda Sheet and providing that URS CORPORATION AMERICAS shall be compensated for such services including costs of miscellaneous reimbursable expenses at a maximum compensation that shall not exceed an additional $360,000; and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on June 21, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Hamlin, Head, Yee and President Calloway - 6
Excused: Commissioner Uno - 1
Noes: 0
BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND

RESOLUTION NO. 12-78

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO: (1) EXECUTE A REIMBURSEMENT AGREEMENT WITH THE FEDERAL AVIATION ADMINISTRATION FOR NAVIGATIONAL AID (“NAVAID”) EQUIPMENT PURCHASE AND CONSTRUCTION SERVICES RELATED TO THE RUNWAY SAFETY AREA (“RSA”) PROJECT AT AN ESTIMATED TOTAL REIMBURSABLE AMOUNT OF $2,800,000; (2) APPROVE ADDITIONAL BUDGET IN THE AMOUNT NOT TO EXCEED $3,025,000 FOR THE DESIGN REVIEW SERVICES RELATED TO THE RSA PROJECT; (3) ENTER INTO A MITIGATION CREDIT OPTION AGREEMENT WITH KEECH PROPERTIES, LLC; AND (4) SUBMIT AND ACCEPT AN AIP GRANT FOR THE RSA PROJECT IN THE AMOUNT OF $6,185,000.

WHEREAS the Board of Port Commissioners (“Board”) has reviewed and evaluated Board Agenda Report Item No. 2.3, dated June 21, 2012 (the “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; now, therefore, be it

RESOLVED 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 be it

FURTHER RESOLVED that the Executive Director of the Port be and he hereby is authorized to execute for and on behalf of the Board a Reimbursable Agreement with the FEDERAL AVIATION ADMINISTRATION for NAVAID equipment acquisition and construction services as part of the RSA project, containing the terms and conditions as more fully set forth in the Agenda Report and that said Reimbursable Agreement shall not be binding or enforceable against the Port unless and until it has been approved as to form and legality by the Port Attorney; and be it
FURTHER RESOLVED that the Board hereby finds and determines it is in the best interest of the Port to approve additional budget for design review services related to the RSA project, as more fully described in the Agenda Report, in the amount not to exceed $3,025,000; and be it

FURTHER RESOLVED that the Board authorizes the Executive Director to enter into an Option Agreement with KEECH PROPERTIES, LLC to secure off-site mitigation for impacts to wetlands and potential impacts to endangered species, as more fully described in the Agenda Report; and be it

FURTHER RESOLVED that the Board hereby finds and determines it is in the best interest of the Port to approve the submittal of the grant application to the FEDERAL AVIATION ADMINISTRATION for the RSA project in the amount of $6,185,000; and be it

FURTHER RESOLVED that the Board authorizes the Executive Director to accept the grant on behalf of said Board, and to execute and submit all documents which may be necessary or convenient to complete said application, in accordance with the Agenda Report, and the Secretary is hereby authorized and directed to attest to the execution of such grant application, if deemed necessary, when said Grant Offers are released by the FEDERAL AVIATION ADMINISTRATION, up to the amount of $6,185,000; and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on June 21, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Hamlin, Head, Yee and President Calloway - 6
Excused: Commissioner Uno - 1
Noes: 0
RESOLUTION NO. 12-79

RESOLUTION APPROVING THE ANNUAL OPERATING
AND CAPITAL BUDGETS FOR THE FISCAL YEAR
2012-2013.

WHEREAS, the Board of Port Commissioners (the "Board") has reviewed and evaluated Board Agenda Report Item No. 3.2, dated June 21, 2012 ("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, there has been presented to the Board a proposed Operating Budget for the Fiscal Year 2012-2013 (the "FY 13 Operating Budget") and a proposed Capital Budget for the Fiscal Year 2012-2013 (the "FY 13 Capital Budget") as set forth in the Budget Summary presented to the Board on June 21, 2012; now, therefore, be it

RESOLVED, that the Board hereby approves the FY 13 Operating Budget, and hereby authorizes the payment of operating expenses, interest expenses and other expenses, and the payment of debt service of the Port as described in the Budget Summary attached as Attachment A to the Agenda Report; subject, as may be appropriate, to subsequent Board authorization of particular contracts for certain of such expenditures, as required by Port Ordinance 1606, The Charter of the City of Oakland ("City Charter") and other requirements of the Board; and further subject, with respect to Lake Merritt and General Services payments to the City of Oakland, to the Board’s determination of sufficient monies available to make such payments pursuant to applicable provisions of the City Charter, as well as receipt by the Port of sufficient documentation to make such payments; and be it

FURTHER RESOLVED, that the Board hereby approves the FY 13 Capital Budget, and hereby authorizes the payment of approximately $111.6 million of total capital expenses as provided in the FY 13 Capital Budget and as described in the Budget Summary; subject, as may be appropriate, to subsequent Board authorization of particular contracts.
for certain of such expenditures, as required by Port Ordinance 1606, the City Charter and other requirements of the Board; and, be it

FURTHER RESOLVED, that the Board hereby directs Port staff to submit to the Board monthly variance reports with respect to the FY 13 Operating Budget and quarterly variance reports with respect to the FY 13 Capital Budget; and be it

FURTHER RESOLVED, that the Board hereby authorizes the Executive Director to take all necessary and appropriate actions to carry out the above actions; and be it

FURTHER RESOLVED, that in acting upon the matters contained herein, 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.

At the regular meeting held on June 21, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Hamlin, Head, Yee and President Calloway - 6
Excused: Commissioner Uno - 1
Noes: 0
RESOLUTION APPROVING AND AUTHORIZING THE TOTAL PROJECT BUDGET OF $481,400 FOR THE REPLACEMENT OF BUILDING L311 ROOF; GRANTING AUTHORIZATION TO INCLUDE THE PROJECT IN THE SMALL BUSINESS PROGRAM; FINDING AND DETERMINING THAT IT IS IN THE BEST INTEREST OF THE PORT OF OAKLAND ("PORT") TO CONTRACT FOR SUCH WORK WITHOUT STANDARD BIDDING PROCEDURES; AND AUTHORIZING EXECUTION OF A CONTRACT FOR SUCH WORK BASED ON RECEIPT OF INFORMAL PROPOSALS IN A TOTAL AGGREGATE AMOUNT NOT TO EXCEED $320,000.

WHEREAS the Board of Port Commissioners (the "Board") has reviewed and evaluated the Board Agenda Report Item No. 6.1, dated June 21, 2012 (the "Agenda Report") and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED 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 be it

FURTHER RESOLVED that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to approve a budget authorization for fiscal years 2011-12 and 2012-13, for Replacement of Building L311 Roof, North Field, Oakland International Airport, Oakland, California in a total aggregate project budget amount not to exceed $481,400 ($431,400 for capital budget); and be it

FURTHER RESOLVED that the Board hereby finds and determines that the development and use provided for in the project manual and the subsequent use of the development approved by this resolution are in conformity with the General Plan of the City; and be it

FURTHER RESOLVED that the Director of Engineering or his designee is authorized to approve the plans and specifications for said projects
in advance of construction, pursuant to Government Code Section 830.6; and be it

FURTHER RESOLVED that based upon the information contained in the Agenda Report, the Board hereby finds and determines that the Port’s Small Business Utilization Program encourages small contractors to develop the capacity to perform public works contracts on a competitive basis, thereby increasing the pool of competitive contractors for future Port contracts; and therefore it is in the best interest of the Port to accomplish the Replacement of Building L311 Roof, North Field, Oakland International Airport, Oakland, California, without standard bidding procedures and that said standard bidding procedures are hereby waived; and be it

FURTHER RESOLVED that the Board authorizes that the Replacement of Building L311 Roof, North Field, Oakland International Airport, Oakland, California, be included in the Small Business Program; and be it;

FURTHER RESOLVED that the Board hereby approves and authorizes the execution for and on behalf of the Board of a contract with a local small contractor, for Replacement of Building L311 Roof, North Field, Oakland International Airport, Oakland, California, based upon the receipt of informal proposals; and be it

FURTHER RESOLVED that if the Executive Director determines that no acceptable proposals have been received from local small contractors, he is hereby authorized to negotiate and execute a contract for such work with one or more of the Port’s current on-call contractors or in the open market based upon the receipt of informal proposals; and be it

FURTHER RESOLVED that the aggregate total of all contracts, change orders, work authorization orders, or purchase orders for construction, hazard mitigation and materials authorized by this resolution, including any taxes, duties and transportation costs, shall not exceed $320,000; and be it

FURTHER RESOLVED that bonds for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and materials furnished and for amounts due under the Unemployment Insurance Code shall be provided by the Contractors as prescribed by the applicable laws and regulations and the contract specifications; and be it

FURTHER RESOLVED that this project will be covered by the provisions of the Maritime and Aviation Project Labor Agreement ("MAPLA"), however, this project is available to be included in the Port of Oakland MAPLA small business exclusion program. If the contract is awarded to a local small contractor that is eligible for and requests in writing to be excluded from the operational requirements of the MAPLA, it is the Port’s intention to approve the exclusion, under the program established by MAPLA’s Appendix "G"-
FURTHER RESOLVED that the Board hereby finds and determines that this project is categorically exempt from the California Environmental Quality Act (CEQA) and Port CEQA Guidelines pursuant to Section 15301 (d), which addresses repair, maintenance or minor alteration of existing public or private structures, facilities, mechanical equipment, or topographical features, involving negligible or no expansion of use beyond that existing at the time of lead agency’s determination; and be it

FURTHER RESOLVED that, pursuant to Port Ordinance 1606, Section 22, the Board finds and determines it to be in the Port’s best interest to delegate to the Executive Director, and hereby delegates to the Executive Director, the authority to finally resolve bid protests in connection with this project; and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. 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.

At the regular meeting held on June 21, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Hamlin, Head, Yee and President Calloway - 5
Excused: Commissioners Gordon and Uno - 2
Noes: 0
RESOLUTION NO. 12-81

RESOLUTION APPROVING BUILDING PERMIT REQUESTED BY SSA TERMINALS, LLC ("SSA TERMINALS").

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report dated June 21, 2012, Item No. 6.4 ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED that in reliance upon the representations and certifications set forth upon and submitted with an application by SSA Terminals for a building permit to install fiber optic cable between Howard and SSA Terminals, the Board hereby approves same subject to said representations and certifications at an estimated cost of $700,000 and applicable conditions of Port approval; and be it

FURTHER RESOLVED that in acting upon the matters contained herein, 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 materials and in testimony received; and be it

FURTHER RESOLVED that (a) neither this resolution nor the Board’s approval of said work (i) is a waiver by the Board of any Port right or remedy with respect to applicant under any agreement between the Port and the applicant or with respect to any obligation of applicant, or (ii) releases applicant from any obligation with respect to said work or with respect to any agreement between the Port and applicant and (b) this resolution is not evidence of and does not create or constitute (i) a contract, or the grant of any right (other than to perform the work subject to the provisions of this resolution), entitlement or property interest, or (ii) any obligation or liability on the part of the Board or any officer or employee of the Board.

At the regular meeting held on June 21, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Hamlin, Head, Yee and President Calloway - 6
Excused: Commissioner Uno - 1
Noes: 0
RESOLUTION NO. 12-82

RESOLUTION APPROVING THE CANCELLATION OF THE ADMINISTRATIVE SPECIALIST, SENIOR MARITIME PROJECTS ADMINISTRATOR AND PORT ASSOCIATE ENGINEER (E&M) ELIGIBLE LISTS.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item No. 6.5 dated June 21, 2012, ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, that the Board hereby approves the cancellation of the Administrative Specialist, Senior Maritime Projects Administrator and Port Associate Engineer (E&M) eligible lists, as more fully described in the Agenda Report; and be it

FURTHER RESOLVED, that in acting upon the matters contained herein, 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 materials and in testimony received.

At the regular meeting held on June 21, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Hamlin, Head, Yee and President Calloway - 6
Excused: Commissioner Uno - 1
Noes: 0
RESOLUTION NO. 12-83

RESOLUTION AUTHORIZING CERTAIN PORT OF OAKLAND EMPLOYEES TO CONTRIBUTE A PORTION OF THEIR EMPLOYEE CONTRIBUTION TO THE CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM THROUGH PRE-TAX PAYROLL DEDUCTION.

WHEREAS, the City of Oakland, acting by and through its Board of Port Commissioners ("Board"), has reviewed and evaluated the Agenda Report dated June 21, 2012 Item 6.6 ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; and

WHEREAS, effective the first pay period after the effective date of the Ordinance Amending Section 1.303 of Port Ordinance No. 867 (on or about July 12, 2012), and consistent therewith, unrepresented employees in Employment Unit H (Senior Management) hired prior to October 1, 2009 (hereinafter referred to as "Affected Employees"), as members of the California Public Employees' Retirement System ("CalPERS"), shall be required to pay five percent (5%) of the employee portion of the contributions to the CalPERS by means of payroll deductions; and

WHEREAS, on September 18, 1985, the Board of Administration of CalPERS adopted a resolution to implement Section 414(h)(2) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the Internal Revenue Service stated in December of 1985 that the implementation of the provisions of Section 414(h)(2) pursuant to such resolution would satisfy the legal requirements of Section 414(h)(2) of the Code; and

WHEREAS, the Port of Oakland has the authority to implement the provisions of Section 414(h)(2) of the Code; and

WHEREAS, the Port of Oakland has determined that even though the implementation of the provisions of Section 414(h)(2) of the Code is not required by law, the tax benefit offered by Section 414(h)(2) should be provided to its Affected Employees who are members of CalPERS; and
WHEREAS, the Port of Oakland elects to participate in the pre-tax payroll deduction plan for all Affected Employees; and

NOW, THEREFORE, BE IT RESOLVED,

1. Effective the first pay period after the effective date of the Ordinance Amending Section 1.303 of Port Ordinance No. 867 (on or about July 12, 2012), and consistent therewith, all the Affected Employees shall be required to pay five percent (5%) of the employee portion of the contributions to CalPERS by means of pretax payroll deductions;

2. That the Port of Oakland will implement the provisions of Section 414(h)(2) of the Code by making those contributions to CalPERS that are deducted from the salary of Affected Employees and credited to individual employees’ accounts pursuant to California Government Code Section 20691 (“Employee Contributions”) to CalPERS on behalf of its Affected Employees who are members of CalPERS;

3. That such contributions made by the Port of Oakland to CalPERS, although designated as Employee Contributions, are being paid by the Port of Oakland in lieu of contributions by the Affected Employees who are members of CalPERS;

4. That Affected Employees shall not have the option of choosing to receive the contributed amounts directly instead of having them paid by the Port of Oakland to CalPERS;

5. That the Port of Oakland shall pay to CalPERS the contributions designated as Employee Contributions from the same source of funds as used in paying salary;

6. That the amount of the contributions designated as Employee Contributions and paid by the Port of Oakland to CalPERS on behalf of an Affected Employee shall be five percent (5%) of the entire contribution required of the Affected Employee by the California Public Employees’ Retirement Law (California Government Code Section 20000, et seq.);

7. That the contributions designated as Employee Contributions made by the Port of Oakland to CalPERS shall be treated for all purposes, other than taxation, in the same way that member contributions are treated by CalPERS;

8. That the governing body of the Port of Oakland shall participate in and adhere to requirements and restrictions of the pre-tax payroll deduction plan by reporting pre-tax payroll deductions when authorized by CalPERS for those employees of the above stated coverage group(s) who have elected to participate in this plan;
9. That the effective date for the commencement of the payment of five percent (5%) of the Employee Contributions by the Affected Employees shall be the first pay period after the effective date of the ordinance amendment (on or about July 12, 2012); and

10. That in acting upon the matters contained herein, the Port of Oakland 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 materials and in testimony received.

At the regular meeting held on June 21, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Hamlin, Head, Yee and President Calloway - 6
Excused: Commissioner Uno - 1
Noes: 0
RESOLUTION NO. 12-84

RESOLUTION APPROVING AND AUTHORIZING PAYMENT OF $358,540.80 TO THE UNITED STATES ENVIRONMENTAL PROTECTION AGENCY FOR REIMBURSEMENT OF CLEANUP COSTS AND AUTHORIZING THE PORT ATTORNEY TO TAKE LEGAL ACTION AGAINST THE OAKLAND AVIATION HIGH SCHOOL.

RESOLVED that the Board of Port Commissioners hereby approves and authorizes payment in the amount of $358,540.80 to the United States Environmental Protection Agency ("EPA") as reimbursement of cleanup costs incurred by the EPA concerning the release of mercury at the former Oakland Aviation High School ("Aviation School"), at the Oakland International Airport and authorizes the Port Attorney to take legal action, as appropriate, against the Aviation School.

At the regular meeting held on July 12, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Hamlin, Head, Uno, Yee and President Calloway - 7
Noes: 0
RESOLUTION NO. 12-85

RESOLUTION APPROVING BUILDING PERMIT REQUESTED BY EXXONMOBIL OIL CORPORATION.

RESOLVED that in reliance upon the representations and certifications set forth upon and submitted with an application by EXXONMOBIL OIL CORPORATION ("ExxonMobil" or "permit applicant") for a building permit to perform certain work at 1599 Maritime (Berth 24), Oakland, California, the Board of Port Commissioners ("Board") hereby approves same subject to said representations and certifications at an estimated cost of $75,000, said work and applicable conditions of Port approval including the following:

1) Installation of walls and groundwater piping to Treatment Cell #5 in Berth 24 for expansion of existing soil and groundwater cleanup project;

and be it

FURTHER RESOLVED that remediation activities at the former ExxonMobil site were evaluated pursuant to the California Environmental Quality Act (CEQA) and the Port CEQA Guidelines under the "Final Initial Study/Mitigated Negative Declaration for Soil and Groundwater Investigation and Vapor Extraction and Air Sparging Pilot Testing/Interim Remediation at Berths 23 and 24" (IS/MND), which was adopted along with a Mitigation Monitoring and Reporting Program (MMRP) by the Board of Port Commissioners on June 17, 2003 with Resolution No. 03167. This project is covered by the IS/MND, and ExxonMobil must comply with MMRP. In addition, in implementing the work, ExxonMobil must comply with the Settlement Agreement between the Port and ExxonMobil dated June 17, 2003 as amended; and be it

280824
FURTHER RESOLVED that (a) neither this resolution nor the Board’s approval of said work (i) is a waiver by the Board of any Port right or remedy with respect to applicant under any agreement between the Port and the applicant or with respect to any obligation of applicant, or (ii) releases applicant from any obligation with respect to said work or with respect to any agreement between the Port and applicant and (b) this resolution is not evidence of and does not create or constitute (i) a contract, or the grant of any right (other than to perform the work subject to the provisions of this resolution), entitlement or property interest, or (ii) any obligation or liability on the part of the Board or any officer or employee of the Board.

At the regular meeting held on July 12, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Hamlin, Head, Yee and President Calloway - 6
Excused: Commissioner Uno - 1
Noes: 0
RESOLUTION NO. 12-86

RESOLUTION APPROVING AND AUTHORIZING THE PROJECT BUDGET OF $501,200 FOR RECONSTRUCTION OF A PORTION OF BUILDING M101 ROOF, SOUTH FIELD, OAKLAND INTERNATIONAL AIRPORT, OAKLAND, CALIFORNIA; AUTHORIZING THE DIRECTOR OF ENGINEERING TO APPROVE PLANS AND PROJECT MANUAL; CALLING FOR BIDS THEREFOR; AND AUTHORIZING THE EXECUTIVE DIRECTOR TO AWARD A CONTRACT TO THE LOWEST RESPONSIBLE RESPONSIVE BIDDER IN AN AMOUNT NOT TO EXCEED $300,000.

WHEREAS the Board of Port Commissioners (the "Board") has reviewed and evaluated the Board Agenda Report Item No. 6.2, dated July 12, 2012 (the "Agenda Report") and related agenda materials, has received the expert testimony of Port of Oakland (the "Port") staff, and has provided opportunities for and taken public comment; now, therefore be it

RESOLVED 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 Sheet, and in related agenda materials and in testimony received; and be it

FURTHER RESOLVED that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to approve and authorize the project budget in a total aggregate amount not to exceed $501,200, for the Reconstruction of a Portion of Building M101 Roof, South Field, Oakland International Airport, Oakland, California ("Reconstruction of a Portion of Building M101 Roof"), as more fully described in the Agenda Report; and be it
FURTHER RESOLVED that the Board hereby finds and determines that the development and use provided for in the project manual and the subsequent use of the development approved by this resolution are in conformity with the General Plan of the City; and be it

FURTHER RESOLVED that the Director of Engineering or his designee is authorized to approve the plans and project manual for Reconstruction of a Portion of Building M101 Roof in advance of construction, pursuant to Government Code Section 830.6; and be it

FURTHER RESOLVED that the Secretary of the Board is hereby authorized to advertise for four consecutive days in the official newspaper of the City of Oakland for sealed bids for the project not less than ten calendar days prior to the date set for receiving said bids; and be it

FURTHER RESOLVED the provisions of the Maritime and Aviation Project Labor Agreement (MAPLA) apply to this project; and be it,

FURTHER RESOLVED that the Board hereby approves and authorizes the Executive Director to award a contract to the lowest responsible, responsive bidder, based upon the receipt of formal sealed bids, for Reconstruction of a Portion of Building M101 Roof, in an amount not to exceed $300,000; and be it

FURTHER RESOLVED that based upon the information contained in the Agenda Report the Board hereby authorizes the rejection of all other bids received for Reconstruction of a Portion of Building M101 Roof, and directs that securities accompanying said bids shall be returned to the respective bidders; and be it

FURTHER RESOLVED that the Board hereby finds and determines that this project is categorically exempt from the California Environmental Quality Act (CEQA) and Port CEQA Guidelines pursuant to Section 15301, Existing Facilities, which exempts the operation, repair, maintenance, permitting, leasing, licensing, or minor alteration of existing public or private structures, facilities, mechanical equipment, or topographical features, involving negligible or no expansion of use beyond that existing at the time of the lead agency's determination; and be it

FURTHER RESOLVED that pursuant to Port Ordinance 1606, Section 22, the Board finds and determines it to be in the Port's best interest to delegate to the Executive Director, and hereby delegates to the Executive Director, the authority to finally resolve bid protests in connection with this project; and be it

FURTHER RESOLVED that a bond for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and materials furnished and for amounts due under the Unemployment Insurance Code, each in the amount of one hundred percent (100%) of the contract
price shall be provided by the Contractor as prescribed by applicable laws and regulations and the contract specifications; and be it

FURTHER RESOLVED that the procedure prescribed by applicable laws, regulations and the contract specifications shall be taken for the execution of said contract; and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of a contract in accordance with the terms of this resolution. Unless and until a separate written contract 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 contract.

At the regular meeting held on July 12, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Hamlin, Head, Yee and President Calloway - 6
Excused: Commissioner Uno - 1
Noes: 0
RESOLUTION NO. 12-87

RESOLUTION DECLARING ELECTION OF OFFICERS OF
THE BOARD OF PORT COMMISSIONERS.

RESOLVED, that after an election of officers of this Board of Port Commissioners ("Board") pursuant to its By-Laws and Administrative Rules, at the regular meeting of July 12, 2012 the following officers to wit:

Gilda Gonzales  President
James Head  First Vice President
Alan Yee  Second Vice President

hereby are declared to have been and are duly elected to serve in the capacities indicated, effective July 26, 2012, and until their successors are elected by the Board.

At the special meeting held on July 26, 2012

Passed by the following vote:

Ayes: Commissioners Gonzales, Gordon, Hamlin, Head, Uno, Yee and President Calloway - 7
Noes: 0
RESOLUTION RATIFYING, CONFIRMING AND APPROVING RETENTION OF SPECIAL COUNSEL.

RESOLVED that the Board of Port Commissioners hereby ratifies, confirms and approves the continued retention of Greggory C. Brandt and the Wendel, Rosen, Black & Dean LLP law firm, 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 Sherri "Jean" Parks v. Port of Oakland litigation, the compensation of and reimbursement for out-of-pocket expenses incurred by said Special Counsel to be made from time to time as approved by the Port Attorney.

At the special meeting held on July 26, 2012

Passed by the following vote:
Ayes: Commissioners Hamlin, Head, Yee and President Gonzales - 4
Excused: Commissioners Calloway, Gordon, and Uno - 3
Noes: 0
RESOLUTION OF THE BOARD OF PORT COMMISSIONERS OF THE CITY OF OAKLAND, STATE OF CALIFORNIA, AUTHORIZING THE PUBLICATION OF NOTICE AND THE HOLDING OF A PUBLIC HEARING PURSUANT TO SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, IN CONNECTION WITH THE POTENTIAL REFINANCING OF EXISTING OBLIGATIONS AND POTENTIAL FINANCING OF CERTAIN PROJECTS.

WHEREAS, the Board of Port Commissioners of the City of Oakland ("Board") has reviewed and evaluated the Agenda Report dated July 26, 2012, Item No. 3.3 ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; and

WHEREAS, the City of Oakland ("City"), State of California, is a chartered city duly organized and existing under and pursuant to the provisions of the Constitution of the State of California and the Charter of the City ("Charter"); and

WHEREAS, the Board is a duly constituted department of the City and has exclusive control, management, supervision and jurisdiction of the Port Department of the City, the Port of Oakland and the Port Area of the City, and is the governing body of said Port Department, Port of Oakland and Port Area, all as provided for and defined in Article VII of the Charter; and

WHEREAS, the Board intends to issue certain Refunding Revenue Bonds, Revenue Bonds and/or Commercial Paper Notes (collectively, the "Obligations") pursuant to Article VII of the Charter, to provide financing for various elements of the Port’s capital program; and

WHEREAS, certain of the Obligations are expected to constitute tax-exempt "private activity bonds" subject to Section 147(f) of the Internal Revenue Code of 1986, as amended ("Code"), the issuance of which Obligations must be approved by a qualifying elected representative of the issuing governmental unit after a public hearing following reasonable public notice; and

282003
WHEREAS, the Board now wishes to authorize and approve such public hearing and notice; now, therefore be it

RESOLVED, by the Board of Port Commissioners of the City of Oakland:

Section 1. Public Hearing. The holding of a public hearing with respect to the Obligations required by Section 147(f) of the Code is hereby authorized and approved. The Chief Financial Officer, Manager of Financing Planning or any one of them (collectively, the "Authorized Officers") are hereby authorized and directed to oversee and conduct the public hearing on such date as they may determine and, thereafter, to forward to the Mayor of the City a summary of such hearing, with a request that she, or her designee, approve the issuance of the Obligations as the City’s chief elected representative in accordance with Section 147 (f) of the Code.

Section 2. Publication of Notice. Each of the Authorized Officers is hereby authorized and directed to cause a notice of the public hearing to be published, in accordance with Section 147(f) of the Code, at least once in the Oakland Tribune, or in such other newspaper of general circulation printed and published within the boundaries of the City as they deem appropriate, and in such form as they shall approve, at least 14 calendar days prior to the proposed public hearing date.

Section 3. Effective Date of Resolution. This Resolution shall take effect from and after its passage and approval.

FURTHER RESOLVED, that in acting upon the matters contained herein, 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 materials and in testimony received.

At the special meeting held on July 26, 2012

Passed by the following vote:

Ayes: Commissioners Hamlin, Head, Yee and President Gonzales - 4
Excused: Commissioners Calloway, Gordon, and Uno - 3
Noes: 0

282003
RESOLVED, that in reliance upon the representations and certifications set forth upon and submitted with an application by PIEDMONT HAWTHORNE AVIATION, LLC for a building permit to perform certain work at 8517 Earhart Road (L-510), Oakland, California, the Board of Port Commissioners ("Board") hereby approves same subject to said representations and certifications at an estimated cost of $875,000, said work and applicable conditions of Port of Oakland ("Port") approval including the following:

1) Performance of actions pursuant to the subject building permit shall be conducted in strict compliance with the terms of that certain Lease, dated November 1, 2011, between the City of Oakland, a municipal corporation, acting by and through its Board of Port Commissioners, and Piedmont Hawthorne Aviation, LLC, a Delaware limited liability company; and,

2) Removal of existing interior partition wall; installation of new partition walls; installation of a partition wall in the hangar area and related finish and utility work;

and be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project has been determined to be categorically exempt from the requirements of the California Environmental Quality Act ("CEQA") pursuant to Sections 15301, existing facilities; and be it
FURTHER RESOLVED, that (a) neither this resolution nor the Board’s approval of said work (i) is a waiver by the Board of any Port right or remedy with respect to applicant under any agreement between the Port and the applicant or with respect to any obligation of applicant, or (ii) releases applicant from any obligation with respect to said work or with respect to any agreement between the Port and applicant and (b) this resolution is not evidence of and does not create or constitute (i) a contract, or the grant of any right (other than to perform the work subject to the provisions of this resolution), entitlement or property interest, or (ii) any obligation or liability on the part of the Board or any officer or employee of the Board.

At the special meeting held on July 26, 2012

Passed by the following vote:

Ayes: Commissioners Hamlin, Head, Yee and President Gonzales - 4
Excused: Commissioners Calloway, Gordon, and Uno - 3
Noes: 0

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 5.2, dated July 26, 2012 ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, that the Board hereby delegates authority to the Executive Director or his designee to perform the duties within the Cap-And-Trade Program, including executing any necessary documents to carry out such duties, through the first compliance period ending December 31, 2014, as more fully set forth in the Agenda Report; and be it

FURTHER RESOLVED, that 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. This resolution delegates authority to the Executive Director or his designee to execute any necessary documents in connection with the Cap-And-Trade Program in accordance with the terms of this resolution. Unless and until separate written agreements are duly executed on behalf of the Board as authorized by this resolution, are signed and approved as to form and legality by the Port Attorney, and are delivered to the other contracting party, there shall be no valid or effective agreements; and be it
FURTHER RESOLVED, that in acting upon the matters contained herein, 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 materials and in testimony received.

At the special meeting held on July 26, 2012

Passed by the following vote:

Ayes: Commissioners Hamlin, Head, Yee and President Gonzales - 4
Excused: Commissioners Calloway, Gordon, and Uno - 3
Noes: 0
BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND

RESOLUTION NO. 12-92

RESOLUTION AUTHORIZING THE DIRECTOR OF AVIATION TO ACCEPT THE TRANSPORTATION SECURITY ADMINISTRATION’S LAW ENFORCEMENT REIMBURSEMENT GRANT AND ALL OF ITS TERMS AND CONDITIONS, INCLUDING THE SIGNING OF THE STATEMENT OF JOINT OBJECTIVES AND ANY OTHER NECESSARY DOCUMENTS TO ACCEPT THIS GRANT.

WHEREAS, the Board of Port Commissioners (“Board”) has reviewed and evaluated the Agenda Report Item 6.2, dated July 26, 2012 (“Agenda Report”) and related materials, has received the expert testimony of Port of Oakland (“Port”) staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, based upon the information contained in the Agenda Report, the Board hereby authorizes the Director of Aviation to accept the Transportation Security Administration’s (TSA) Law Enforcement Reimbursement Grant and all of its terms and conditions, including the Statement of Joint Objectives, as more fully set forth in the Agenda Report; and be it

FURTHER RESOLVED, that the Director of Aviation is hereby authorized to enter into the Statement of Joint Objectives and any other necessary documents with TSA based upon the terms and conditions contained in the Agenda Report; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of one or more agreements in accordance with the terms of this resolution. Unless and until separate written agreements are duly executed on behalf of the Board as authorized by this resolution, are signed and approved as to form and legality by the Port Attorney, and are
delivered to the other contracting party, there shall be no valid or
effective agreements; and be it

FURTHER RESOLVED, that in acting upon the matters contained
herein, 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 materials and in testimony received.

At the special meeting held on July 26, 2012

Passed by the following vote:

Ayes: Commissioners Hamlin, Head, Yee and
President Gonzales - 4
Excused: Commissioners Calloway, Gordon, and Uno - 3
Noes: 0
RESOLUTION FINDING AND DETERMINING THAT A PROPOSED AGREEMENT WITH CAL IMG SPORTS MARKETING AT A MAXIMUM COMPENSATION OF $741,000 FOR FISCAL YEARS 2013-2017 FOR MULTI-MEDIA ADVERTISING SERVICES CONSTITUTES PROFESSIONAL, TECHNICAL AND SPECIALIZED SERVICES THAT ARE TEMPORARY IN NATURE, WAIVING FORMAL COMPETITIVE BIDDING PROCEDURES AND AUTHORIZING EXECUTION OF AGREEMENT.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item No. 6.4, dated July 26, 2012 ("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; now, therefore, be it

RESOLVED, 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 be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that the proposed agreement with CAL IMG SPORTS MARKETING for a five-year Strategic Marketing Partnership, as more fully set forth in the Agenda Report, 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 CAL IMG SPORTS MARKETING without formal competitive bidding and such bidding procedures are waived; and be it
FURTHER RESOLVED, that the Board hereby approves and authorizes the Executive Director of the Port to execute for and on behalf of the Board said agreement, upon terms and conditions consistent with the Agenda Report and providing that CAL IMG SPORTS MARKETING shall be compensated for such services, including costs of miscellaneous reimbursable expenses, at a maximum compensation that shall not exceed $741,000 (including $100,000 in airport parking trade) for Fiscal Years 2013 through 2017; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the special meeting held on July 26, 2012

Passed by the following vote:

Ayes: Commissioners Hamlin, Head, Yee and President Gonzales - 4
Excused: Commissioners Calloway, Gordon, and Uno - 3
Noes: 0
RESOLUTION NO. 12-93A

RESOLUTION APPROVING AND AUTHORIZING A THREE-MONTH EXTENSION OF (1) THE AIRPORT PARKING MANAGEMENT CONTRACT WITH AMPCO SYSTEM PARKING PACIFIC PARK MANAGEMENT, OAKLAND AIRPORT MANAGEMENT, LLC (AMPCO PPM") AT THE OAKLAND INTERNATIONAL AIRPORT, AND (2) THE FLEET AND TERMINAL CURBSIDE OPERATION AGREEMENT WITH VEOLIA-SHUTTLEPORT CALIFORNIA, LLC AT THE OAKLAND INTERNATIONAL AIRPORT.

RESOLVED, that the Board of Port Commissioners ("Board") approves and authorizes the three-month extension of the Airport Parking Management Contract with AMPCO PPM at the Oakland International Airport to December 31, 2012, on the same terms and conditions as the current contract and for a management fee for such three months not to exceed $27,893, and authorizes the Executive Director or his designee to execute such agreements and such additional documents as may be necessary to carry out the extension contemplated hereby, provided that such documents are approved as to form and legality by the Port Attorney or her designee; and be it

FURTHER RESOLVED, that the Board approves and authorizes the three-month extension of the Fleet and Terminal Curbside Operation Agreement with Veolia-ShuttlePort California, LLC at the Oakland International Airport to December 31, 2012, on the same terms and conditions as the current contract and for a management fee for such three months not to exceed $105,243, and authorizes the Executive Director or his designee to execute such agreements and such additional documents as may be necessary to carry out the extension contemplated hereby, provided that such documents are approved as to form and legality by the Port Attorney or her designee; and be it
FURTHER RESOLVED, that this resolution is not evidence of and does not create or constitute (a) a contract, agreement, 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 contract or agreement is approved as to form and legality by the Port Attorney, and is delivered to other contracting parties, there shall be no valid or effective contract or agreement.

At the special meeting held on July 26, 2012

Passed by the following vote:

Ayes: Commissioners Hamlin, Head, Yee and President Gonzales - 4
Excused: Commissioners Calloway, Gordon, and Uno - 3
Noes: 0
RESOLUTION NO. 12-94

RESOLUTION REJECTING ALL BIDS RECEIVED FOR AIRPORT FLEET MAINTENANCE SERVICES REQUEST FOR BIDS ("RFB"); DIRECTING RETURN OF BID SECURITIES TO THE RESPECTIVE BIDDERS; AUTHORIZING STAFF TO ISSUE A REQUEST FOR PROPOSALS ("RFP") FOR FLEET MAINTENANCE SERVICES; AND AUTHORIZING AN ADDITIONAL THREE MONTH EXTENSION FROM OCTOBER 1, 2012 THROUGH DECEMBER 31, 2012 TO THE CONTRACTS FOR BUS FLEET MAINTENANCE WITH PENSKY TRUCK LEASING COMPANY AND KELLY'S TRUCK REPAIR.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item No. 6.6, dated July 26, 2012 ("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, on December 16, 2011, the Port advertised an RFB for Airport Fleet Maintenance Services; and

WHEREAS, on March 5, 2012, the Port received two bids for Airport Fleet Maintenance Services; now, therefore, be it

RESOLVED, 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 be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby rejects the two (2) bids received on March 5, 2012, pursuant to Port Ordinance 1606, Section 5(e), and directs that bid securities accompanying said bids shall be returned to the respective bidders; and be it
FURTHER RESOLVED, that the Board authorizes staff to issue an RFP for Airport Fleet Maintenance Services; and be it

FURTHER RESOLVED, that the Board hereby finds and determines that it is in the best interests of the Port to contract for Bus Fleet Maintenance Service, without standard bidding procedures, described in Section 5 of Port Ordinance 1606, and that said standard bidding procedures are hereby waived; and be it

FURTHER RESOLVED, that the Board authorizes an additional three (3) months extension, from October 1, 2012 through December 31, 2012 to the existing Bus Fleet Maintenance Service Agreement with Penske Truck Leasing Co., L.P., in an amount not to exceed $100,000; and to the existing Fleet Maintenance Service agreement with Kelly’s Truck Repair, in an amount not to exceed $125,000; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of a contract in accordance with the terms of this resolution. Unless and until a separate written contract 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 contract.

At the special meeting held on July 26, 2012

Passed by the following vote:

Ayes: Commissioners Hamlin, Head, Yee and President Gonzales - 4
Excused: Commissioners Calloway, Gordon, and Uno - 3
Noes: 0
RESOLUTION AUTHORIZING AND APPROVING AN INCREASE TO THE CHANGE ORDER AUTHORITY LIMITS TO THE CONTRACT WITH BLOCKA CONSTRUCTION, INC. ("BLOCKA") (LIC. NO. 679326) FOR SHORE POWER COMMON UTILITY SYSTEM UPGRADE 7TH STREET, OUTER HARBOR TERMINALS, OAKLAND, CALIFORNIA, AND APPROVING AND AUTHORIZING NEGOTIATION AND EXECUTION OF CHANGE ORDERS IN THE AMOUNT CERTIFIED BY THE BOARD OF PORT COMMISSIONERS.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item No. 6.7, dated July 26, 2012 ("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; now, therefore, be it

RESOLVED, 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 Sheet, and in related agenda materials and in testimony received; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby authorizes an increase to the change order authority limits for the Shore Power Common Utility System Upgrade 7th Street, Outer Harbor Terminals, Oakland, California ("Common Utility System Upgrade 7th Street") in the amount certified by the Board, as more fully described in the Agenda Report; and be it
FURTHER RESOLVED, that pursuant to Port Ordinance No. 1606, Section 5.j.5(iii)(b), the Board hereby approves and authorizes the Executive Director to negotiate and execute additive changes orders with Blocka, under the contract for Common Utility System Upgrade 7th Street, to perform installation of additional high voltage vaults, for realignment of the high voltage duct bank to avoid operational conflicts, discovery of unforeseen underground utilities, for discovery and removal of thicker pavement, and for provision of a security guard to control contract/supplier access as outlined in the Agenda Report, provided, however, that said change orders shall be in a form prepared by the Port Attorney and shall not be effective unless and until approved in writing by the Port Attorney; and be it

FURTHER RESOLVED, that the total amount of expenditures necessary to complete the work shall not exceed the amount certified by the Board; and be it

FURTHER RESOLVED, that the provisions of the Maritime and Aviation Project Labor Agreement ("MAPLA") apply to this project. However, for purposes of this project, which is funded through an agency or agencies of the United States Department of Transportation, the provisions of the MAPLA permitting the possible imposition of sanctions and/or binding arbitration for failure to demonstrate “good faith” efforts to meet local hiring goals have been deemed inapplicable; and be it,

FURTHER RESOLVED, that the Board hereby finds and determines that the change order tasks described in the Agenda Report are consistent with the shore power project description in the Maritime Utilities Upgrade Project Initial Study/Negative Declaration, so no additional environmental analysis is required.

At the special meeting held on July 26, 2012

Passed by the following vote:

Ayes:  Commissioners Hamlin, Head, Yee and
President Gonzales - 4
Excused:  Commissioners Calloway, Gordon, and Uno - 3
Noes:  0
RESOLUTION NO. 12-96

RESOLUTION APPROVING AGREEMENT WITH ALLIANT INSURANCE SERVICES, INC. FOR EMPLOYEE INSURANCE BENEFITS BROKERAGE SERVICES.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.8, dated July 26, 2012 ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, based upon the information contained in the Agenda Report, that the Board hereby authorizes the Executive Director to enter into a three year Services Agreement between the Port of Oakland and ALLIANT INSURANCE SERVICES, INC., to provide employee insurance benefits brokerage services, as more fully set forth in the Agenda Report; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of one or more agreements in accordance with the terms of this resolution. Unless and until separate written agreements are duly executed on behalf of the Board as authorized by this resolution, are signed as approved as to form and legality by the Port Attorney, and are delivered to the other contracting party, there shall be no valid or effective agreements; and be it
FURTHER RESOLVED, that in acting upon the matters contained herein, 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 materials and in testimony received.

At the special meeting held on July 26, 2012

Passed by the following vote:

Ayes: Commissioners Hamlin, Head, Yee and President Gonzales - 4  
Excused: Commissioners Calloway, Gordon, and Uno - 3  
Noes: 0
RESOLUTION NO. 12-97

RESOLUTION TERMINATING CERTAIN APPOINTMENT

RESOLVED that the appointment of Employee No. 332619 to the position of Power Equipment Operator and to Youth Aide BB, be and the same hereby is terminated, effective the close of work day on July 26, 2012, for good and sufficient cause.

At the special meeting held on July 26, 2012

Passed by the following vote:

Ayes: Commissioners Hamlin, Head, Yee and President Gonzales - 4
Excused: Commissioners Calloway, Gordon, and Uno - 3
Noes: 0
RESOLUTION NO. 12-98

RESOLUTION APPROVING AND AUTHORIZING EXECUTION OF A SETTLEMENT AGREEMENT AND GENERAL RELEASE OF ALL CLAIMS WITH BENNY TAYLOR.

RESOLVED, that the Board of Port Commissioners ("Board") hereby approves and authorizes the execution for and on behalf of the Board a Settlement Agreement and General Release of All Claims with BENNY TAYLOR; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of a settlement agreement in accordance with the terms of this resolution. Unless and until a separate written settlement 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 the other contracting parties, there shall be no valid or effective settlement agreement.

At the special meeting held on July 26, 2012

Passed by the following vote:

Ayes: Commissioners Hamlin, Head, Yee and President Gonzales - 4
Excused: Commissioners Calloway, Gordon, and Uno - 3
Noes: 0
BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND

RESOLUTION NO. 12-99

RESOLUTION APPROVING TERMS AND AUTHORIZING THE
EXECUTIVE DIRECTOR TO APPROVE AND EXECUTE
SETTLEMENT AGREEMENTS TO RESOLVE A PARKING TAX
DISPUTE AMONG THE CITY OF OAKLAND ("CITY"); AMPCO
SYSTEMS PARKING, INC. ("AMPCO"); ABM INDUSTRIES,
INC. ("ABM"); AND THE PORT OF OAKLAND ("PORT").

WHEREAS, the Port is an independent department of the City under
the exclusive control and management of the Board of Port Commissioners
("Board") which has complete and exclusive power to act on behalf of the
City over port matters. The Charter of the City ("Charter") grants to
the Board "complete and exclusive power" to liberally exercise "on behalf of the City" a broad set of powers and duties; and

WHEREAS, there is currently pending litigation among the parties
(City of Oakland v. ABM Industries, Inc. and related cross-actions, Case
No. RG10538457, Alameda County Superior Court) (the "Action"); and

WHEREAS, the Action arises from the City’s attempt, beginning in
2007, to apply its Parking Tax Ordinance ("Ordinance") to a variety of
uses on Port lands, including aircraft hangaring, shipping container
storage, marina operations, and drayage truck parking; and

WHEREAS, in September 2010, the City commenced the Action to
collect the parking tax, including penalties and interest, which the
City claimed AMPCO, the Port’s parking management contractor for a
drayage truck facility on Port lands ("AMPCO Truck Parking Lot"), and
its parent corporation, ABM, owed for the drayage truck parking at the
AMPCO Truck Parking Lot. In the Action, AMPCO, ABM and the Port alleged
that the City lacks authority to enforce the Ordinance at the AMPCO
Truck Parking Lot and that such enforcement is preempted under federal,
state, and local law. AMPCO and ABM have also filed cross-complaints in
the Action against the Port; and

WHEREAS, the City estimates that, if the Parking Tax lawfully
applied, the current tax delinquency at the AMPCO Truck Parking Lot from
September 2007 through to the present would exceed $1,000,000 (including
taxes, penalties and interest). The Port, AMPCO and ABM disputed that
any tax delinquency was owed; and,
WHEREAS, the parties now desire to resolve the Action and further resolve certain other actual or potential disputes relating to the legal applicability of the Ordinance to operations taking place on Port lands; now, therefore, be it

RESOLVED, that the Board hereby approves the terms of and authorizes the Executive Director or his designee to approve and execute, on behalf of the Board, a Settlement Agreement with the City, AMPCO, and ABM, and a Settlement Agreement, Mutual General Release, and Amendment to Parking Management Agreement with AMPCO and ABM (including an amendment to the Parking Management Agreement by and between the Port and AMPCO for management of the AMPCO Truck Parking Lot), on terms approved by the Board in Closed Session on August 16, 2012, subject to approval as to form and legality by the Port Attorney; and be it

FURTHER RESOLVED, that this is action not subject to CEQA because it will not result in a direct or reasonably foreseeable indirect physical change in the environment of CEQA Guidelines Section 15060(c)(2), because it is not a project as defined by CEQA Sections 15060(c)(3) and 15378, or because it can be seen with certainty that there is no possibility that the activity may have a significant effect on the environment (Section 15061(b)(3)); and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. 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.

At the special meeting held on August 16, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Head, Parker, Uno, Yee and President Gonzales - 6
Excused: Commissioner Hamlin - 1
Noes: 0
RESOLUTION AUTHORIZING AND APPROVING A CAPITAL BUDGET FOR UPGRADE OF AIRPORT SECURITY ACCESS CONTROL AND ALARM MONITORING SYSTEM TO C-CURE 9000.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.1, dated August 16, 2012 ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; and

WHEREAS, the Board through Resolution No. 09006, dated February 3, 2009, authorized the execution of an agreement for Furnishing Maintenance and Service of Access Control and Alarm Monitoring System and Video Surveillance System for the Period Commencing January 1, 2009 and Ending June 30, 2009, 2010, 2011, 2012, or 2013, Oakland International Airport, Oakland, California ("ACAMS Agreement"), now, therefore, be it

RESOLVED, that the Board hereby authorizes and approves the Capital Budget in the total amount of $220,000 as included in the FY2012-2013 Capital Needs Assessment for the upgrade of the Airport Security Access Control and Alarm Monitoring System ("ACAMS") to C-Cure 9000 ("C-Cure Services"), as more fully set forth in the Agenda Report; and be it

FURTHER RESOLVED, that the Board finds and determines that it is in the best interests of the Port to waive standard bidding procedures and contract for the C-Cure Services by adding to the scope of the ACAMS Agreement and that said standard bidding procedures are hereby waived; and be it
FURTHER RESOLVED, that in acting upon the matters contained herein, 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 materials and in testimony received.

At the special meeting held on August 16, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Head, Parker, Uno, Yee and President Gonzales - 6
Excused: Commissioner Hamlin - 1
Noes: 0
RESOLUTION NO. 12-101

RESOLUTION REGISTERING THE DISPLEASURE OF THE BOARD OF PORT COMMISSIONERS CONCERNING LABOR-RELATED DISRUPTIONS AT OAKLAND INTERNATIONAL AIRPORT AND DIRECTING THE PORT ATTORNEY AND STAFF TO EXPEDIENTLY TAKE ALL APPROPRIATE ACTIONS TO ENSURE COMPLIANCE WITH LABOR PEACE ASSURANCES AND LIVING WAGE LAWS.

WHEREAS, the Board of Port Commissioners ("Board") of the City of Oakland granted to Host International, Inc. ("Host") a Space/Use Permit for Food, Beverage, Retail and Duty Free Concession ("Permit"), dated as of October 3, 2006, for concession operations at Oakland International Airport ("Airport"); and

WHEREAS, a material term of such Permit was Host’s labor peace assurances to the Port of Oakland ("Port") concerning the concession operations; and

WHEREAS, the Airport is currently subject to ongoing labor-related disruptions concerning such concession operations; and

WHEREAS, the Port has received over a dozen complaints alleging violations of the Port’s living wage laws by Host and/or its sublessees; now, therefore be it

RESOLVED, that the Board hereby registers its displeasure concerning such labor-related disruptions and directs the Port Attorney and Port staff to expediently take all appropriate actions to ensure compliance with Host’s labor peace assurances and the Port’s living wage laws.

At the regular meeting held on September 6, 2012

Passed by the following vote:

Ayes: Commissioners Hamlin, Head, Uno, Yee and
President Gonzales - 5
Recused: Commissioner Butner - 1
Excused: Commissioner Parker - 1
Noes: 0
RESOLUTION NO. 12-102

RESOLUTION AMENDING THE RUNWAY SAFETY AREA ("RSA") PROJECT REQUESTED BUDGET AND AIRPORT IMPROVEMENT PROJECT ("AIP") GRANT AUTHORIZATIONS AND AUTHORIZING THE EXECUTIVE DIRECTOR OR HIS DESIGNEE TO APPLY FOR AND ACCEPT ADDITIONAL GRANTS.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated agenda materials including the Agenda Report for the RSA Project dated September 6, 2012 ("Agenda Report"), has received the expert testimony of Port of Oakland staff, and has provided opportunities for and taken public comment; now, therefore be it

RESOLVED, 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 be it

FURTHER RESOLVED, that the Board hereby approves an amendment to the RSA Project requested budget and AIP grant authorizations and authorizes the Executive Director, or his designee, to apply for and accept additional AIP grants now available or that may become available in the future for construction of RSA improvements at the Oakland International Airport.

At the regular meeting held on September 6, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: Commissioner Parker - 1
Noes: 0
RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR OF THE PORT OF OAKLAND ("EXECUTIVE DIRECTOR") TO APPLY FOR, ACCEPT AND EXECUTE ANY NECESSARY AGREEMENTS TO EFFECTUATE GRANTS FROM THE CALIFORNIA NATURAL RESOURCES AGENCY, DEPARTMENT OF RESOURCES RECYCLING AND RECOVERY ("CALRECYCLE") TO FUND 50% OF THE NORTH PORT OF OAKLAND REFUSE DISPOSAL SITE ("NPORDS") WELL INSTALLATION, MONITORING, AND ABATEMENT COSTS FOR FISCAL YEARS 2013 TO 2015 AND OTHER PORT OF OAKLAND ("PORT") SITES.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, 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 Agenda Report Tab No. 5.2 ("Agenda Report"), dated September 6, 2012, and in related agenda materials and in testimony received; and be it

FURTHER RESOLVED, that the Board hereby authorizes the Executive Director to apply for, accept, and execute any necessary agreements, to effectuate grants from CalRecycle to fund 50% of the NPORDS well installation, monitoring, and abatement for fiscal years 2013 and 2015, provided, however, that such grant agreement(s) shall not be binding or enforceable against the Port unless and until approved in writing as to form and legality by the Port Attorney; and be it

FURTHER RESOLVED, that the Board hereby authorizes the Executive Director to apply for, accept, and execute any necessary agreements, to effectuate grants from CalRecycle to fund remedial work on other Port sites, provided, however, that such grant agreement(s) shall not be binding or enforceable against the Port unless and until approved in writing as to form and legality by the Port Attorney; and be it
FURTHER RESOLVED, the Secretary of the Board is hereby authorized and directed to attest the execution of such grant application, and the execution of the grant(s) acceptance, if deemed necessary, when said Grant Offers are released by CalRecycle, provided, however, that such grant agreement(s) shall not be binding or enforceable against the Port unless and until approved in writing as to form and legality by the Port Attorney; and be it

FURTHER RESOLVED, if Port staff is unsuccessful in receiving a CalRecycle grant in fiscal year 2013, the Board authorizes Port staff to re-apply and accept a grant, if offered; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of one or more agreements in accordance with the terms of this resolution. Unless and until separate written agreements are duly executed on behalf of the Board as authorized by this resolution, are signed and approved as to form and legality by the Port Attorney, and are delivered to the other contracting party, there shall be no valid or effective agreements.

At the regular meeting held on September 6, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: Commissioner Parker - 1
Noes: 0

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Board Agenda Report Item No. 5.3, dated September 6, 2012 (the "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; now, therefore be it

RESOLVED, 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 be it

FURTHER RESOLVED, that the Board hereby finds and determines that it is in the best interest of the Port to authorize the Executive Director of the Port or his designee to extend the previously authorized purchase authority for Wholesale Electric Power for the Oakland International Airport, portions of the Harbor area, and the Oakland Army Base Operations through December 31, 2020; and be it
FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of agreements in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on September 6, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: Commissioner Parker - 1
Noes: 0
RESOLVED, that in reliance upon the representations and certifications set forth upon and submitted with an application by ROLLS ROYCE ENGINE SERVICES-OAKLAND, INC. for a building permit to perform certain work at 7200 Earhart Road, Building L815, Oakland, California, the Board of Port Commissioners ("Board") hereby approves same subject to said representations and certifications at an estimated cost of $20,000, said work and applicable conditions of Port of Oakland ("Port") approval including the following:

1) Installation of an emergency generator to back up the computer equipment. The diesel generator will be installed on a new concrete pad outside and adjacent to the building; and

2) Compliance with all of the terms and conditions of tenant's lease or agreement with the Port;

and be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project has been determined to be categorically exempt from the requirements of the California Environmental Quality Act ("CEQA") pursuant to Sections 15301, existing facilities; and be it
FURTHER RESOLVED, that (a) neither this resolution nor the Board's approval of said work (i) is a waiver by the Board of any Port right or remedy with respect to applicant under any agreement between the Port and the applicant or with respect to any obligation of applicant, or (ii) releases applicant from any obligation with respect to said work or with respect to any agreement between the Port and applicant and (b) this resolution is not evidence of and does not create or constitute (i) a contract, or the grant of any right (other than to perform the work subject to the provisions of this resolution), entitlement or property interest, or (ii) any obligation or liability on the part of the Board or any officer or employee of the Board.

At the regular meeting held on September 6, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: Commissioner Parker - 1
Noes: 0
RESOLUTION NO. 12-106

RESOLUTION APPROVING BUILDING PERMIT
REQUESTED BY SHELL PIPELINE COMPANY, L.P.

RESOLVED, that in reliance upon the representations and certifications set forth upon and submitted with an application by SHELL PIPELINE COMPANY, L.P. for a building permit to perform certain work at South Field, Perimeter Dike and Tank Farm S, Oakland, California, the Board of Port Commissioners ("Board") hereby approves same subject to said representations and certifications at an estimated cost of $75,000, said work and applicable conditions of Port of Oakland ("Port") approval including the following:

1) Alterations to Shell’s 10” Bay PDX line. The pipeline will be isolated and abandoned under Tank Farm S. The section within the perimeter dike, approximately 11,000 feet, between Tank Farm S and the entry point into the bay will be purged of water and any remaining fuel product and capped at each end; and

2) Compliance with all of the terms and conditions of tenant’s lease or agreement with the Port;

and be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project has been determined to be Statutorily Exempt under CEQA, per CEQA Guidelines Section 15284, Pipelines, (a)(b)(1) which exempts any project consisting of the inspection, maintenance, repair, restoration, reconditioning, etc., of a pipeline less than eight miles in length and actual construction and excavation activities are not undertaken over a length of 1/2 mile at a time; and be it
FURTHER RESOLVED, that (a) neither this resolution nor the Board’s approval of said work (i) is a waiver by the Board of any Port right or remedy with respect to applicant under any agreement between the Port and the applicant or with respect to any obligation of applicant, or (ii) releases applicant from any obligation with respect to said work or with respect to any agreement between the Port and applicant and (b) this resolution is not evidence of and does not create or constitute (i) a contract, or the grant of any right (other than to perform the work subject to the provisions of this resolution), entitlement or property interest, or (ii) any obligation or liability on the part of the Board or any officer or employee of the Board.

At the regular meeting held on September 6, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: Commissioner Parker - 1
Noes: 0
RESOLUTION NO. 12-107

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A 5-YEAR POWER PURCHASE AGREEMENT WITH EAST BAY MUNICIPAL UTILITY DISTRICT TO PURCHASE RENEWABLE ENERGY FOR AN ANNUAL AMOUNT NOT TO EXCEED $1,207,000.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Board Agenda Report Item No. 6.1, dated September 6, 2012 (the "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; now, therefore be it

RESOLVED, 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 be it

FURTHER RESOLVED, that the Board hereby authorizes the Executive Director of the Port ("Executive Director") to enter into a Power Purchase Agreement with EAST BAY MUNICIPAL UTILITY DISTRICT to purchase renewable energy for a 5-year period for an annual amount not to exceed $1,207,000; and be it

FURTHER RESOLVED, that the Board of Port Commissioners hereby authorizes the Executive Director or his designee to negotiate and execute any ancillary agreements, addendums or supplemental agreements as the Executive Director deems necessary to carry out and implement the intent and purpose of the Power Purchase Agreement as described in the Agenda Report, provided that any amendment or modification of the price or maximum term of the agreement shall be further approved and authorized by the Board; and be it
FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of agreements in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on September 6, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: Commissioner Parker - 1
Noes: 0
RESOLUTION NO. 12-108

RESOLUTION EXTENDING THE TERM OF EXISTING CONSULTANT AGREEMENTS WITH AMEC (FORMERLY KNOWN AS MACTEC ENGINEERING AND CONSULTING, INC.), TRANSYSTEMS CORPORATION, URS CORPORATION, AND T.Y. LIN INTERNATIONAL/CCS FOR ON-CALL ENGINEERING DESIGN SERVICES FOR PAVEMENT ANALYSIS AND IMPROVEMENT PROJECTS AT THE OAKLAND INTERNATIONAL AIRPORT FOR TWO (2) ADDITIONAL YEARS WITHOUT ADDITIONAL COMPENSATION.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item No. 6.2, dated September 6, 2012 ("Agenda Report") and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, 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 be it

RESOLVED, that based upon the information contained in the Agenda Report, the Board authorized agreements with AMEC (formerly known as MACTEC Engineering and Consulting Inc.), TRANSYSTEMS CORPORATION, URS CORPORATION, and T.Y. LIN INTERNATIONAL/CCS, for on-call engineering design services for pavement analysis and improvement projects at the Oakland International Airport; and be it

FURTHER RESOLVED, that the Board hereby approves and authorizes the extension of term for each of said agreements, for a period of two (2) additional years up to May 6, 2015 without additional compensation; and be it
FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on September 6, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: Commissioner Parker - 1
Noes: 0
RESOLUTION AUTHORIZING THE PROJECT FOR FURNISHING LABOR, MATERIALS AND EQUIPMENT FOR REPAIR AND MINOR CONSTRUCTION OF SECURITY FENCING FOR PORT OF OAKLAND FACILITIES FOR THE PERIOD COMMENCING JULY 1, 2013 AND ENDING DECEMBER 31, 2014, 2015, OR 2016, OAKLAND, CALIFORNIA; AUTHORIZING THE DIRECTOR OF ENGINEERING TO APPROVE THE PROJECT MANUAL AND PLANS; CALLING FOR BIDS THEREFOR; AND AUTHORIZING THE EXECUTIVE DIRECTOR TO AWARD A CONTRACT TO THE LOWEST RESPONSIBLE RESPONSIVE BIDDER IN TOTAL AGGREGATE AMOUNT NOT TO EXCEED $350,000 FOR THE THREE AND ONE-HALF (3.5) YEAR PERIOD.

WHEREAS, the Board of Port Commissioners (the "Board") has reviewed and evaluated the Board Agenda Report Item No. 6.2, dated September 6, 2012 (the "Agenda Report") and related agenda materials, has received the expert testimony of Port of Oakland (the "Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, 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 Sheet, and in related agenda materials and in testimony received; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to authorize the project for Furnishing Labor, Materials and Equipment for Repair and Minor Construction of Security Fencing for Port of Oakland Facilities for the Period Commencing July 1, 2013 And Ending December 31, 2014, 2015, Or 2016, Oakland, California ("Security Fencing"), and further authorizes an expenditure limit in a total aggregate amount not to exceed $350,000 for the three and one-half (3.5) year contract period, as more fully described in the Agenda Report; and be it
FURTHER RESOLVED, that the Director of Engineering or his designee is authorized to approve the project manual and plans for **Security Fencing** in advance of construction, pursuant to Government Code Section 830.6; and be it.

FURTHER RESOLVED, that the Secretary of the Board is hereby authorized to advertise for four consecutive days in the official newspaper of the City of Oakland for sealed bids for the project not less than ten calendar days prior to the date set for receiving said bids; and be it.

FURTHER RESOLVED, this project is not for "major maintenance" within the meaning of the Maritime and Aviation Project Labor Agreement ("MAPLA") and is not part of the Port’s Capital Needs Assessment (CNA) Program, so the provisions of the MAPLA do not apply to this work; and be it.

FURTHER RESOLVED, that the Board hereby approves and authorizes the Executive Director to award a contract to the lowest responsible, responsive bidder, based upon the receipt of formal sealed bids, for **Security Fencing**, in a total aggregate amount not to exceed $350,000 for the three and one-half (3.5) year period; and be it.

FURTHER RESOLVED, that based upon the information contained in the Agenda Report the Board hereby authorizes the rejection of all other bids received for **Security Fencing**, and directs that securities accompanying said bids shall be returned to the respective bidders; and be it.

FURTHER RESOLVED, that the Board hereby finds and determines that in accordance with the requirements of the California Environmental Quality Act (CEQA) and the Port CEQA Guidelines, it can be seen that there is no possibility that taking the recommended actions will result in a physical change to the environment, and therefore no further environmental review is required. The general rule in Section 15061(b) (3) of the CEQA Guidelines states that CEQA applies only to activities that have a potential of causing a significant effect on the environment. When specific activities that will be performed under this contract are identified, staff will determine at that time whether additional CEQA review and clearance is needed; and be it.

FURTHER RESOLVED, that pursuant to Port Ordinance 1606, Section 22, the Board finds and determines it to be in the Port’s best interest to delegate to the Executive Director, and hereby delegates to the Executive Director, the authority to finally resolve bid protests in connection with this project; and be it.

FURTHER RESOLVED, that a bond for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and materials furnished and for amounts due under the Unemployment Insurance Code, each in the amount of one hundred percent (100%) of the contract
price shall be provided by the Contractor as prescribed by applicable laws and regulations and the contract specifications; and be it

FURTHER RESOLVED, that the procedure prescribed by applicable laws, regulations and the contract specifications shall be taken for the execution of said contract; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of a contract in accordance with the terms of this resolution. Unless and until a separate written contract 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 contract.

At the regular meeting held on September 6, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: Commissioner Parker - 1
Noes: 0
BOARD OF PORT COMMISSIONERS  
CITY OF OAKLAND  

RESOLUTION NO. 12-110  

RESOLUTION FINDING AND DETERMINING THAT IT IS IN THE  
BEST INTEREST OF THE PORT OF OAKLAND TO AWARD UP TO  
FOUR CONTRACTS FOR FURNISHING LABOR, MATERIALS AND  
equipment for PAVING, Grading and Associated General  
Contractor Services for Port of Oakland Facilities for  
the Period Commencing July 1, 2013 and Ending December  
31, 2014, 2015 or 2016, Oakland, California without  
Standard Bidding Procedures; Authorizing the Director  
of Engineering to Approve the Project Manual; Calling  
for Bids Therefor; and Authorizing the Executive  
Director to award up to four separate contracts in a  
total aggregate amount not to exceed $4,375,000 for the  
three and one-half (3.5) year period.  

WHEREAS, the Board of Port Commissioners ("Board") has reviewed  
and evaluated Board Agenda Report Item No. 6.2, dated September 6,  
2012 (the “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; now, therefore,  
be it  

RESOLVED, 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 Sheet, and in related agenda  
materials and in testimony received; and be it  

FURTHER RESOLVED, that based upon the information contained in the  
Agenda Report, the Board hereby finds and determines that it is in the  
best interest of the Port to authorize the project for Furnishing Labor,  
Materials and Equipment for Paving, Grading and Associated General  
Contractor Services for Port of Oakland Facilities for the Period  
Commencing July 1, 2013 and Ending December 31, 2014, 2015 or 2016,  
Oakland, California ("Paving & Grading Contractor") without standard  
bidding procedures and that said standard bidding procedures are hereby  
waived, and further authorizes an expenditure limit in a total aggregate  

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amount not to exceed $4,375,000 for the three and one-half (3.5) year contract period, as more fully described in the Agenda Report; and be it

FURTHER RESOLVED, that the Director of Engineering or his designee is authorized to approve the project manual for Paving & Grading Contractor in advance of construction, pursuant to Government Code Section 830.6; and be it

FURTHER RESOLVED, that the Secretary of the Board is hereby authorized to advertise for four consecutive days in the official newspaper of the City of Oakland for sealed bids for the project not less than ten calendar days prior to the date set for receiving said bids; and be it

FURTHER RESOLVED, that this project will be covered by the provisions of the Maritime and Aviation Project Labor Agreement ("MAPLA"), however, this project is available to be included in the Port of Oakland MAPLA small business exclusion program. If the contract is awarded to a local small contractor that is eligible for and requests in writing to be excluded from the operational requirements of the MAPLA, it is the Port’s intention to approve the exclusion, under the program established by MAPLA’s Appendix “G”-Letter of Understanding re: Small Business Utilization Program; and be,

FURTHER RESOLVED, that the Board hereby approves and authorizes the Executive Director to award up to four contracts based upon the receipt of informal proposals, one being with a Port-certified Small Business Enterprises ("SBE") contractor, if an acceptable SBE bid is received, for Paving & Grading Contractor, in a total aggregate amount not to exceed $4,375,000 for the three and one-half (3.5) year period; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report the Board hereby authorizes the rejection of all other bids received for Paving & Grading Contractor, and directs that securities accompanying said bids shall be returned to the respective bidders; and be it

FURTHER RESOLVED, that the Board hereby finds and determines that in accordance with the requirements of the California Environmental Quality Act (CEQA) and the Port CEQA Guidelines, it can be seen that there is no possibility that taking the recommended actions will result in a physical change to the environment, and therefore no further environmental review is required. The general rule in Section 15061(b)(3) of the CEQA Guidelines states that CEQA applies only to activities that have a potential of causing a significant effect on the environment. When specific activities that will be performed under this contract are identified, staff will determine at that time whether additional CEQA review and clearance is needed; and be; it
FURTHER RESOLVED, that pursuant to Port Ordinance 1606, Section 22, the Board finds and determines it to be in the Port’s best interest to delegate to the Executive Director, and hereby delegates to the Executive Director, the authority to finally resolve bid protests in connection with this project; and be it

FURTHER RESOLVED, that a bond for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and materials furnished and for amounts due under the Unemployment Insurance Code, each in the amount of one hundred percent (100%) of the contract price shall be provided by the Contractor as prescribed by applicable laws and regulations and the contract specifications; and be it

FURTHER RESOLVED, that the procedure prescribed by applicable laws, regulations and the contract specifications shall be taken for the execution of said contract; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of a contract in accordance with the terms of this resolution. Unless and until a separate written contract 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 contract.

At the regular meeting held on September 6, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: Commissioner Parker - 1
Noes: 0
RESOLUTION FINDING AND DETERMINING THAT IT IS IN THE BEST INTEREST OF THE PORT OF OAKLAND TO AWARD UP TO THREE CONTRACTS FOR FURNISHING LABOR, MATERIALS AND EQUIPMENT FOR GENERAL BUILDING CONTRACTOR SERVICES FOR PORT OF OAKLAND FACILITIES FOR THE PERIOD COMMENCING JULY 1, 2013 AND ENDING DECEMBER 31, 2014 OR 2015, OAKLAND, CALIFORNIA WITHOUT STANDARD BIDDING PROCEDURES; AUTHORIZING THE DIRECTOR OF ENGINEERING TO APPROVE THE PROJECT MANUAL; CALLING FOR BIDS THEREFOR; AND AUTHORIZING THE EXECUTIVE DIRECTOR TO AWARD UP TO THREE SEPARATE CONTRACTS IN A TOTAL AGGREGATE AMOUNT NOT TO EXCEED $2,500,000 FOR THE TWO AND ONE-HALF (2.5) YEAR PERIOD.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Board Agenda Report Item No. 6.2, dated September 6, 2012 ("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; now, therefore, be it

RESOLVED, 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 Sheet, and in related agenda materials and in testimony received; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to authorize the project for Furnishing Labor, Materials and Equipment for General Building Contractor Services for Port of Oakland Facilities for the Period Commencing July 1, 2013 And Ending December 31, 2014 or 2015, Oakland, California ("General Building Contractor") without standard bidding procedures and that said standard bidding procedures are hereby waived, and further authorizes an
expenditure limit in a total aggregate amount not to exceed $2,500,000 for the two and one-half (2.5) year contract period, as more fully described in the Agenda Report; and be it

FURTHER RESOLVED, that the Director of Engineering or his designee is authorized to approve the project manual for General Building Contractor in advance of construction, pursuant to Government Code Section 830.6; and be it

FURTHER RESOLVED, that the Secretary of the Board is hereby authorized to advertise for four consecutive days in the official newspaper of the City of Oakland for sealed bids for the project not less than ten calendar days prior to the date set for receiving said bids; and be it

FURTHER RESOLVED, that this project will be covered by the provisions of the Maritime and Aviation Project Labor Agreement ("MAPLA"), however, this project is available to be included in the Port of Oakland MAPLA small business exclusion program. If the contract is awarded to a local small contractor that is eligible for and requests in writing to be excluded from the operational requirements of the MAPLA, it is the Port’s intention to approve the exclusion, under the program established by MAPLA’s Appendix “G”-Letter of Understanding re: Small Business Utilization Program; and be,

FURTHER RESOLVED, that the Board hereby approves and authorizes the Executive Director to award up to three contracts based upon the receipt of informal proposals, at least one Port-certified Small Business Enterprise ("SBE") contractor, if an acceptable SBE bid is received, for General Building Contractor, in a total aggregate amount not to exceed $2,500,000 for the two and one-half (2.5) year period; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report the Board hereby authorizes the rejection of all other bids received for General Building Contractor, and directs that securities accompanying said bids shall be returned to the respective bidders; and be it

FURTHER RESOLVED, that the Board hereby finds and determines that in accordance with the requirements of the California Environmental Quality Act (CEQA) and the Port CEQA Guidelines, it can be seen that there is no possibility that taking the recommended actions will result in a physical change to the environment, and therefore no further environmental review is required. The general rule in Section 15061(b) (3) of the CEQA Guidelines states that CEQA applies only to activities that have a potential of causing a significant effect on the environment. When specific activities that will be performed under this contract are identified, staff will determine at that time whether additional CEQA review and clearance is needed; and be; it
FURTHER RESOLVED, that pursuant to Port Ordinance 1606, Section 22, the Board finds and determines it to be in the Port’s best interest to delegate to the Executive Director, and hereby delegates to the Executive Director, the authority to finally resolve bid protests in connection with this project; and be it

FURTHER RESOLVED, that a bond for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and materials furnished and for amounts due under the Unemployment Insurance Code, each in the amount of one hundred percent (100%) of the contract price shall be provided by the Contractor as prescribed by applicable laws and regulations and the contract specifications; and be it

FURTHER RESOLVED, that the procedure prescribed by applicable laws, regulations and the contract specifications shall be taken for the execution of said contract; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of a contract in accordance with the terms of this resolution. Unless and until a separate written contract 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 contract.

At the regular meeting held on September 6, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: Commissioner Parker - 1
Noes: 0
RESOLUTION NO. 12-112

RESOLUTION FINDING AND DETERMINING THAT IT IS IN THE BEST INTEREST OF THE PORT OF OAKLAND TO CONTRACT FOR FURNISHING MAINTENANCE AND SERVICE OF THE ACCESS CONTROL AND ALARM MONITORING SYSTEM (ACAMS) AND VIDEO SURVEILLANCE SYSTEM (VSS), OAKLAND INTERNATIONAL AIRPORT, OAKLAND, CALIFORNIA WITHOUT STANDARD COMPETITIVE BIDDING; AUTHORIZING A ONE YEAR EXTENSION FROM JULY 1, 2013 THROUGH JUNE 30, 2014, TO THE CONTRACT WITH STANLEY CONVERGENT SECURITY (LIC. NO. 848019); AND APPROVING AND AUTHORIZING A $350,000.00 INCREASE TO THE EXPENDITURE LIMIT OF THE EXISTING CONTRACT, FOR A TOTAL AGGREGATE AMOUNT NOT TO EXCEED $1,925,000.00 THROUGH JUNE 30, 2014.

WHEREAS, the Board of Port Commissioners (the "Board") has reviewed and evaluated the Board Agenda Report Item No. 6.2, dated September 6, 2012 ("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; now, therefore, be it

RESOLVED, 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 Sheet, and in related agenda materials and in testimony received; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to contract for Furnishing Maintenance and Service of Access Control and Alarm Monitoring System (ACAMS) and Video Surveillance System (VSS), for the Period Commencing July 1, 2013 and Ending June 30, 2014 Oakland International Airport, Oakland, California, without standard bidding procedures and that said standard bidding procedures are hereby waived; and be it
FURTHER RESOLVED, that the Board authorizes a one (1) year extension from July 1, 2013 through June 30, 2014, to the contract with Stanley Convergent Systems, under the same terms and conditions; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby authorizes and approves an increase to the contract expenditure limit for Furnishing Maintenance and Service of Access Control and Alarm Monitoring System (ACAMS) and Video Surveillance System (VSS), for the Period Commencing July 1, 2013 and Ending June 30, 2014 Oakland International Airport, Oakland, California of $350,000, for a total aggregate amount not to exceed $1,975,000 through June 30, 2014; and it

FURTHER RESOLVED, that 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. 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 other contracting parties, there shall be no valid or effective agreement(s).

At the regular meeting held on September 6, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: Commissioner Parker - 1
Noes: 0
RESOLUTION NO. 12-113

RESOLUTION FINDING AND DETERMINING THAT IT IS IN THE BEST INTEREST OF THE PORT OF OAKLAND TO AWARD UP TO THREE CONTRACTS FOR MAINTENANCE DREDGING AND FURNISHING PILE DRIVE CREW FOR REPAIRS TO DOCKS AND WATERFRONT FACILITIES FOR THE PERIOD COMMENCING JULY 1, 2013 AND ENDING JUNE 30, 2014, 2015, OR 2016, OAKLAND, CALIFORNIA WITHOUT STANDARD BIDDING PROCEDURES; AUTHORIZING THE DIRECTOR OF ENGINEERING TO APPROVE THE PROJECT MANUAL AND PLANS; CALLING FOR BIDS THEREFOR; AND AUTHORIZING THE EXECUTIVE DIRECTOR TO AWARD UP TO THREE SEPARATE CONTRACTS IN A TOTAL AGGREGATE AMOUNT NOT TO EXCEED $10,200,000 FOR THE THREE (3) YEAR PERIOD.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Board Agenda Report Item No. 6.2, dated September 6, 2012 ("Agenda Report") and related agenda materials, has received the expert testimony of Port of Oakland (the "Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, 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 Sheet, and in related agenda materials and in testimony received; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to authorize the project for Maintenance Dredging and Furnishing Pile Driver Crew for Repairs to Docks and Waterfront Facilities for the Period Commencing July 1, 2013 And Ending June 30, 2014, 2015, Or 2016, Oakland, California ("Maintenance Dredging") without standard bidding procedures and that said standard bidding procedures are hereby waived, and further authorizes an
expenditure limit in a total aggregate amount not to exceed $10,200,000 for the three (3) year contract period, as more fully described in the Agenda Report; and be it

FURTHER RESOLVED, that the Director of Engineering or his designee is authorized to approve the project manual and plans for Maintenance Dredging in advance of construction, pursuant to Government Code Section 830.6; and be it

FURTHER RESOLVED, that the Secretary of the Board is hereby authorized to advertise for four consecutive days in the official newspaper of the City of Oakland for sealed bids for the project not less than ten calendar days prior to the date set for receiving said bids; and be it

FURTHER RESOLVED, the provisions of the Maritime and Aviation Project Labor Agreement ("MAPLA") apply to this project; and be it,

FURTHER RESOLVED, that the Board hereby approves and authorizes the Executive Director to award up to three (3) contracts based upon the receipt of informal proposals, for Maintenance Dredging, in a total aggregate amount not to exceed $10,200,000 for the three (3) year period; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report the Board hereby authorizes the rejection of all other bids received for Maintenance Dredging, and directs that securities accompanying said bids shall be returned to the respective bidders; and be it

FURTHER RESOLVED, that the Board hereby finds and determines that in accordance with the requirements of the California Environmental Quality Act (CEQA) and the Port CEQA Guidelines, it can be seen that there is no possibility that taking the recommended actions will result in a physical change to the environment, and therefore no further environmental review is required. The general rule in Section 15061(b) (3) of the CEQA Guidelines states that CEQA applies only to activities that have a potential of causing a significant effect on the environment. When specific activities that will be performed under this contract are identified, staff will determine at that time whether additional CEQA review and clearance is needed; and be; it

FURTHER RESOLVED, that pursuant to Port Ordinance 1606, Section 22, the Board finds and determines it to be in the Port's best interest to delegate to the Executive Director, and hereby delegates to the Executive Director, the authority to finally resolve bid protests in connection with this project; and be it

FURTHER RESOLVED, that a bond for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and materials furnished and for amounts due under the Unemployment Insurance
Code, each in the amount of one hundred percent (100%) of the contract price shall be provided by the Contractor as prescribed by applicable laws and regulations and the contract specifications; and be it

FURTHER RESOLVED, that the procedure prescribed by applicable laws, regulations and the contract specifications shall be taken for the execution of said contract; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of a contract in accordance with the terms of this resolution. Unless and until a separate written contract 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 contract.

At the regular meeting held on September 6, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: Commissioner Parker - 1
Noes: 0
RESOLUTION NO. 12-114

RESOLUTION AUTHORIZING THE PROJECT FOR PERFORMING EMERGENCY SPILL RESPONSE AND HANDLING HAZARDOUS AND CONTAMINATED MATERIALS AT PORT OF OAKLAND MARITIME AND AVIATION CONSTRUCTION SITES FOR THE PERIOD COMMENCING JULY 1, 2013 AND ENDING JUNE 30, 2014, 2015, OR 2016, OAKLAND, CALIFORNIA; AUTHORIZING THE DIRECTOR OF ENGINEERING TO APPROVE THE PROJECT MANUAL; CALLING FOR BIDS THEREFOR; AND AUTHORIZING THE EXECUTIVE DIRECTOR TO AWARD A CONTRACT TO THE LOWEST RESPONSIBLE RESPONSIVE BIDDER IN TOTAL AGGREGATE AMOUNT NOT TO EXCEED $450,000 FOR THE THREE (3) YEAR PERIOD.

WHEREAS, the Board of Port Commissioners (the "Board") has reviewed and evaluated Board Agenda Report Item No. 6.2, dated September 6, 2012 (the "Agenda Report") and related agenda materials, has received the expert testimony of Port of Oakland (the "Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, 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 Sheet, and in related agenda materials and in testimony received; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to approve and authorize the project for Performing Emergency Spill Response And Handling Hazardous And Contaminated Materials At Port Of Oakland Maritime And Aviation Construction Sites For The Period Commencing July 1, 2013 And Ending June 30, 2014, 2015, Or 2016, Oakland, California ("Emergency Spill").
and further authorizes an expenditure limit in a total aggregate amount not to exceed $450,000 for the three (3) year contract period, as more fully described in the Agenda Report; and be it

**FURTHER RESOLVED,** that the Director of Engineering or his designee is authorized to approve the project manual for *Emergency Spill* in advance of construction, pursuant to Government Code Section 830.6; and be it

**FURTHER RESOLVED,** that the Secretary of the Board is hereby authorized to advertise for four consecutive days in the official newspaper of the City of Oakland for sealed bids for the project not less than ten calendar days prior to the date set for receiving said bids; and be it

**FURTHER RESOLVED,** the provisions of the Maritime and Aviation Project Labor Agreement (MAPLA) apply to this project; and be it

**FURTHER RESOLVED,** that the Board hereby approves and authorizes the Executive Director to award a contract to the lowest responsible, responsive bidder, based upon the receipt of formal sealed bids, for *Emergency Spill*, in a total aggregate amount not to exceed $450,000 for the three (3) year period; and be it

**FURTHER RESOLVED,** that based upon the information contained in the Agenda Report the Board hereby authorizes the rejection of all other bids received for *Emergency Spill*, and directs that securities accompanying said bids shall be returned to the respective bidders; and be it

**FURTHER RESOLVED,** that the Board hereby finds and determines that in accordance with the requirements of the California Environmental Quality Act (CEQA) and the Port CEQA Guidelines, it can be seen that there is no possibility that taking the recommended actions will result in a physical change to the environment, and therefore no further environmental review is required. The general rule in Section 15061(b) (3) of the CEQA Guidelines states that CEQA applies only to activities that have a potential of causing a significant effect on the environment. When specific activities that will be performed under this contract are identified, staff will determine at that time whether additional CEQA review and clearance is needed; and be; it

**FURTHER RESOLVED,** that pursuant to Port Ordinance 1606, Section 22, the Board finds and determines it to be in the Port’s best interest to delegate to the Executive Director, and hereby delegates to the Executive Director, the authority to finally resolve bid protests in connection with this project; and be it
FURTHER RESOLVED, that a bond for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and materials furnished and for amounts due under the Unemployment Insurance Code, each in the amount of one hundred percent (100%) of the contract price shall be provided by the Contractor as prescribed by applicable laws and regulations and the contract specifications; and be it

FURTHER RESOLVED, that the procedure prescribed by applicable laws, regulations and the contract specifications shall be taken for the execution of said contract; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of a contract in accordance with the terms of this resolution. Unless and until a separate written contract 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 contract.

At the regular meeting held on September 6, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: Commissioner Parker - 1
Noes: 0
RESOLUTION NO. 12-115

RESOLUTION FINDING AND DETERMINING THAT IT IS IN THE BEST INTEREST OF THE PORT OF OAKLAND TO AWARD UP TO THREE CONTRACTS FOR RIGGING AND REPAIR OF PORT OF OAKLAND CRANES FOR THE PERIOD COMMENCING JANUARY 1, 2013 AND ENDING JUNE 30, 2014, 2015, OR 2016, OAKLAND, CALIFORNIA WITHOUT STANDARD BIDDING PROCEDURES; AUTHORIZING THE DIRECTOR OF ENGINEERING TO APPROVE THE PROJECT MANUAL; CALLING FOR BIDS THEREFOR; AND AUTHORIZING THE EXECUTIVE DIRECTOR TO AWARD UP TO THREE SEPARATE CONTRACTS IN TOTAL AGGREGATE AMOUNT NOT TO EXCEED $1,575,000 FOR THE THREE AND ONE-HALF (3.5) YEAR PERIOD.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Board Agenda Report Item No. 6.2, dated September 6, 2012 ("Agenda Report") and related agenda materials, has received the expert testimony of Port of Oakland (the "Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, 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 Sheet, and in related agenda materials and in testimony received; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to authorize the project for Rigging and Repair of Port of Oakland Cranes for the Period Commencing January 1, 2013 And Ending June 30, 2014, 2015, Or 2016, Oakland, California ("Rigging and Repair") without standard bidding procedures and that said standard bidding procedures are hereby waived, and further authorizes an expenditure limit in a total aggregate amount not to exceed $1,575,000 for the three and one-half (3.5) year contract period, as more fully described in the Agenda Report; and be it
FURTHER RESOLVED, that the Director of Engineering or his designee is authorized to approve the project manual for Rigging and Repair in advance of construction, pursuant to Government Code Section 830.6; and be it

FURTHER RESOLVED, that the Secretary of the Board is hereby authorized to advertise for four consecutive days in the official newspaper of the City of Oakland for sealed bids for the project not less than ten calendar days prior to the date set for receiving said bids; and be it

FURTHER RESOLVED, this project is not for "major maintenance" within the meaning of the Maritime and Aviation Project Labor Agreement ("MAPLA") and is not part of the Port’s Capital Needs Assessment (CNA) Program, so the provisions of the MAPLA do not apply to this work; and be it,

FURTHER RESOLVED, that the Board hereby approves and authorizes the Executive Director to award up to three contracts based upon the receipt of informal proposals, for Rigging and Repair, in a total aggregate amount not to exceed $1,575,000 for the three and one-half (3.5) year period; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report the Board hereby authorizes the rejection of all other bids received for Rigging and Repair, and directs that securities accompanying said bids shall be returned to the respective bidders; and be it

FURTHER RESOLVED, that the Board hereby finds and determines that in accordance with the requirements of the California Environmental Quality Act (CEQA) and the Port CEQA Guidelines, it can be seen that there is no possibility that taking the recommended actions will result in a physical change to the environment, and therefore no further environmental review is required. The general rule in Section 15061(b) (3) of the CEQA Guidelines states that CEQA applies only to activities that have a potential of causing a significant effect on the environment. When specific activities that will be performed under this contract are identified, staff will determine at that time whether additional CEQA review and clearance is needed; and be; it

FURTHER RESOLVED, that pursuant to Port Ordinance 1605, Section 22, the Board finds and determines it to be in the Port’s best interest to delegate to the Executive Director, and hereby delegates to the Executive Director, the authority to finally resolve bid protests in connection with this project; and be it

FURTHER RESOLVED, that a bond for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and materials furnished and for amounts due under the Unemployment Insurance
Code, each in the amount of one hundred percent (100%) of the contract price shall be provided by the Contractor as prescribed by applicable laws and regulations and the contract specifications; and be it

FURTHER RESOLVED, that the procedure prescribed by applicable laws, regulations and the contract specifications shall be taken for the execution of said contract; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of a contract in accordance with the terms of this resolution. Unless and until a separate written contract 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 contract.

At the regular meeting held on September 6, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: Commissioner Parker - 1
Noes: 0
RESOLUTION AUTHORIZING THE PROJECT FOR FURNISHING
LABOR, MATERIALS AND EQUIPMENT FOR RECONDITIONING
MAINTAINING AND REPAIRING PORT OF OAKLAND RAILROAD
TRACKS AND CRANE RAILS FOR THE PERIOD COMMENCING JUNE 1,
2013 AND ENDING DECEMBER 31, 2014, 2015, OR 2016,
OAKLAND, CALIFORNIA; AUTHORIZING THE DIRECTOR OF
ENGINEERING TO APPROVE THE PROJECT MANUAL; CALLING FOR
BIDS THEREFORE; AND AUTHORIZING THE EXECUTIVE DIRECTOR
TO AWARD A CONTRACT TO THE LOWEST RESPONSIBLE
RESPONSIVE BIDDER IN TOTAL AGGREGATE AMOUNT NOT TO
EXCEED $280,000 FOR THE THREE AND ONE-HALF (3.5) YEAR
PERIOD.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed
and evaluated the Board Agenda Report Item No. 6.2, dated September 6,
2012 (the "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; now, therefore,
be it

RESOLVED, 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 Sheet, and in related agenda
materials and in testimony received; and be it

FURTHER RESOLVED, that based upon the information contained in the
Agenda Report, the Board hereby finds and determines that it is in the
best interest of the Port to authorize the project for Furnishing Labor,
Materials and Equipment for Reconditioning Maintaining and Repairing
Port Of Oakland Railroad Tracks And Crane Rails for the Period
Commencing July 1, 2013 And Ending December 31, 2014, 2015, Or 2016,
Oakland, California ("Railroad Maintenance"), and further authorizes an
expenditure limit in a total aggregate amount not to exceed $280,000 for
the three and one-half (3.5) year contract period, as more fully
described in the Agenda Report; and be it
FURTHER RESOLVED, that the Director of Engineering or his designee is authorized to approve the project manual for Railroad Maintenance in advance of construction, pursuant to Government Code Section 830.6; and be it

FURTHER RESOLVED, that the Secretary of the Board is hereby authorized to advertise for four consecutive days in the official newspaper of the City of Oakland for sealed bids for the project not less than ten calendar days prior to the date set for receiving said bids; and be it

FURTHER RESOLVED, this project is not for "major maintenance" within the meaning of the Maritime and Aviation Project Labor Agreement ("MAPLA") and is not part of the Port’s Capital Needs Assessment (CNA) Program, so the provisions of the MAPLA do not apply to this work; and be it,

FURTHER RESOLVED, that the Board hereby approves and authorizes the Executive Director to award a contract to the lowest responsible, responsive bidder, based upon the receipt of formal sealed bids, for Railroad Maintenance, in a total aggregate amount not to exceed $280,000 for the three and one-half (3.5) year period; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report the Board hereby authorizes the rejection of all other bids received for Railroad Maintenance, and directs that securities accompanying said bids shall be returned to the respective bidders; and be it

FURTHER RESOLVED, that the Board hereby finds and determines that in accordance with the requirements of the California Environmental Quality Act (CEQA) and the Port CEQA Guidelines, it can be seen that there is no possibility that taking the recommended actions will result in a physical change to the environment, and therefore no further environmental review is required. The general rule in Section 15061(b) (3) of the CEQA Guidelines states that CEQA applies only to activities that have a potential of causing a significant effect on the environment. When specific activities that will be performed under this contract are identified, staff will determine at that time whether additional CEQA review and clearance is needed; and be; it

FURTHER RESOLVED, that pursuant to Port Ordinance 1606, Section 22, the Board finds and determines it to be in the Port's best interest to delegate to the Executive Director, and hereby delegates to the Executive Director, the authority to finally resolve bid protests in connection with this project; and be it

FURTHER RESOLVED, that a bond for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and materials furnished and for amounts due under the Unemployment Insurance
Code, each in the amount of one hundred percent (100%) of the contract price shall be provided by the Contractor as prescribed by applicable laws and regulations and the contract specifications; and be it

FURTHER RESOLVED, that the procedure prescribed by applicable laws, regulations and the contract specifications shall be taken for the execution of said contract; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of a contract in accordance with the terms of this resolution. Unless and until a separate written contract 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 contract.

At the regular meeting held on September 6, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: Commissioner Parker - 1
Nees: 0
RESOLUTION NO. 12-117

RESOLUTION FINDING AND DETERMINING THAT IT IS IN THE BEST INTEREST OF THE PORT TO AWARD UP TO THREE CONTRACTS FOR FURNISHING LABOR, MATERIALS AND EQUIPMENT FOR ELECTRICAL WORK AND ASSOCIATED SERVICES FOR PORT OF OAKLAND FACILITIES FOR THE PERIOD COMMENCING JANUARY 1, 2013 AND ENDING DECEMBER 31, 2013, 2014 OR 2015, OAKLAND, CALIFORNIA WITHOUT STANDARD BIDDING PROCEDURES; AUTHORIZING THE DIRECTOR OF ENGINEERING TO APPROVE THE PROJECT MANUAL; CALLING FOR BIDS THEREFOR; AND AUTHORIZING THE EXECUTIVE DIRECTOR TO AWARD UP TO THREE SEPARATE CONTRACTS IN A TOTAL AGGREGATE AMOUNT NOT TO EXCEED $3,000,000 FOR THE THREE (3) YEAR PERIOD.

WHEREAS, the Board of Port Commissioners (the "Board") has reviewed and evaluated the Board Agenda Report Item No. 6.2, dated September 6, 2012 (the "Agenda Report") and related agenda materials, has received the expert testimony of Port of Oakland (the "Port") staff, and has provided opportunities for and taken public comment; now, therefore be it

RESOLVED, 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 Sheet, and in related agenda materials and in testimony received; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to authorize the project for Furnishing Labor, Materials and Equipment for Electrical Work and Associated Services for Port of Oakland Facilities for the Period Commencing January 1, 2013 And Ending December 31, 2013, 2014 or 2015, Oakland, California ("On Call Electrical") without standard bidding procedures and that said standard bidding procedures are hereby waived, and further
authorizes an expenditure limit in a total aggregate amount not to exceed $3,000,000 for the three (3) year contract period, as more fully described in the Agenda Report; and be it

FURTHER RESOLVED, that the Director of Engineering or his designee is authorized to approve the project manual for On-Call Electrical in advance of construction, pursuant to Government Code Section 830.6; and be it

FURTHER RESOLVED, that the Secretary of the Board is hereby authorized to advertise for four consecutive days in the official newspaper of the City of Oakland for sealed bids for the project not less than ten calendar days prior to the date set for receiving said bids; and be it

FURTHER RESOLVED, that this project will be covered by the provisions of the Maritime and Aviation Project Labor Agreement ("MAPLA"), however, this project is available to be included in the Port of Oakland MAPLA small business exclusion program. If the contract is awarded to a local small contractor that is eligible for and requests in writing to be excluded from the operational requirements of the MAPLA, it is the Port's intention to approve the exclusion, under the program established by MAPLA's Appendix "G"-Letter of Understanding re: Small Business Utilization Program; and be,

FURTHER RESOLVED, that the Board hereby approves and authorizes the Executive Director to award up to three contracts based upon the receipt of informal proposals, up to two being with Port-certified Small Business Enterprise ("SBE") contractors, if acceptable SBE bids are received, for On-Call Electrical, in a total aggregate amount not to exceed $3,000,000 for the three (3) year period; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report the Board hereby authorizes the rejection of all other bids received for On-Call Electrical, and directs that securities accompanying said bids shall be returned to the respective bidders; and be it

FURTHER RESOLVED, that the Board hereby finds and determines that in accordance with the requirements of the California Environmental Quality Act (CEQA) and the Port CEQA Guidelines, it can be seen that there is no possibility that taking the recommended actions will result in a physical change to the environment, and therefore no further environmental review is required. The general rule in Section 15061(b) (3) of the CEQA Guidelines states that CEQA applies only to activities that have a potential of causing a significant effect on the environment. When specific activities that will be performed under this contract are identified, staff will determine at that time whether additional CEQA review and clearance is needed; and be; it
FURTHER RESOLVED, that pursuant to Port Ordinance 1606, Section 22, the Board finds and determines it to be in the Port’s best interest to delegate to the Executive Director, and hereby delegates to the Executive Director, the authority to finally resolve bid protests in connection with this project; and be it

FURTHER RESOLVED, that a bond for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and materials furnished and for amounts due under the Unemployment Insurance Code, each in the amount of one hundred percent (100%) of the contract price shall be provided by the Contractor as prescribed by applicable laws and regulations and the contract specifications; and be it

FURTHER RESOLVED, that the procedure prescribed by applicable laws, regulations and the contract specifications shall be taken for the execution of said contract; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of a contract in accordance with the terms of this resolution. Unless and until a separate written contract 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 contract.

At the regular meeting held on September 6, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: Commissioner Parker - 1
Noes: 0
RESOLUTION NO. 12-118

RESOLUTION APPROVING AND AUTHORIZING EXECUTION OF AGREEMENTS FOR THREE YEARS WITH UP TO TWO ONE-YEAR EXTENSIONS WITH (1) LAZ PARKING CALIFORNIA, LLC FOR AIRPORT PARKING OPERATIONS, (2) AMPCO SYSTEM PARKING, INC. FOR AIRPORT SHUTTLE FLEET OPERATIONS, AND (3) AMPCO SYSTEM PARKING, INC. FOR AIRPORT CURBSIDE MANAGEMENT SERVICES, AND RATIFYING THE EXECUTIVE DIRECTOR DETERMINATION OF PROTESTS.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.3, dated September 6, 2012 ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, that the Board hereby approves award of the Agreements and authorizes the Executive Director or his designee to enter into Agreements for three years with up to two one-year extensions with (1) LAZ PARKING CALIFORNIA, LLC ("LAZ") for Airport Parking Operations, (2) AMPCO SYSTEM PARKING, INC. ("AMPCO") for Airport Shuttle Fleet Operations, and (3) AMPCO for Airport Curbside Management Services on the terms and conditions as more fully set forth in the Agenda Report; and be it

FURTHER RESOLVED, that the Board hereby authorizes the payment: (1) to LAZ under the Agreement for Airport Parking Operations of up to the not-to-exceed budgeted amount of $4,182,500 for fiscal year 2012-13 and amounts based on an agreed-upon budget in each subsequent fiscal year, in which the management fee component shall be adjusted based on the Bay Area CPI index; (2) to AMPCO under the Agreement for Airport Shuttle Fleet Operations of up to the not-to-exceed budgeted amount of $3,902,000 for fiscal year 2012-13 and amounts based on an agreed-upon budget in each subsequent fiscal year, in which the management fee component shall be adjusted based on the Bay Area CPI.
index; and (3) to AMPCC under the Agreement for Airport Curbside Management Services of up to the not-to-exceed budgeted amount of $1,600,000 for fiscal year 2012-13, and amounts based on an agreed-upon budget in each subsequent fiscal year, in which the management fee component shall be adjusted based on the Bay Area CPI index; and be it

FURTHER RESOLVED, that the Board hereby delegates to the Executive Director the authority to exercise the two one-year options under each of the Agreements; and be it

FURTHER RESOLVED, that the Board hereby ratifies the Executive Director determination that the protests submitted by Veolia Transportation, Inc. and Standard Pacific OAK Joint Venture are rejected as without merit; and be it

FURTHER RESOLVED, that the Board hereby finds that award of the Agreements described above without delay is necessary to protect the substantial interests of the Port; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of agreements in accordance with the terms of this resolution. Unless and until separate written agreements are 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 other contracting party, there shall be no valid or effective agreements; and be it

FURTHER RESOLVED, that in acting upon the matters contained herein, 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 materials and in testimony received.

At the regular meeting held on September 6, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Uno, Yee and President Gonzales - 6
Excused: Commissioner Parker - 1
Noes: 0
RESOLUTION NO. 12-119

RESOLUTION APPROVING A PERSONNEL ACTION INVOLVING EMPLOYEE NUMBER 400893.

RESOLVED, that the Board of Port Commissioners ("Board") hereby approves a personnel action involving Employee No. 400893 effective on September 13, 2012.

At the regular meeting held on September 13, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Yee and President Gonzales - 6
Excused: Commissioner Uno - 1
Noes: 0
RESOLUTION AUTHORIZING AND APPROVING A FIFTEENTH SUPPLEMENTAL TRUST INDENTURE AND ISSUANCE THEREUNDER OF PORT OF OAKLAND REFUNDING REVENUE BONDS 2012 SERIES P (AMT), REFUNDING REVENUE BONDS 2012 SERIES Q (NON-AMT) AND REFUNDING REVENUE BONDS 2012 SERIES R (TAXABLE) IN THE COMBINED AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED $450 MILLION; AUTHORIZING ENTRY INTO A BOND PURCHASE CONTRACT; AUTHORIZING THE REDEMPTION OF ALL OR A PORTION OF THE OUTSTANDING PORT OF OAKLAND REVENUE BONDS 2002 SERIES L (AMT), REVENUE BONDS 2002 SERIES M (NON-AMT) AND REFUNDING REVENUE BONDS 2002 SERIES N (AMT); AND AUTHORIZING CERTAIN OTHER RELATED ACTIONS AND DOCUMENTS.

WHEREAS, the Board of Port Commissioners of the City of Oakland, California (the “Board” or the “Port”) is authorized by Section 706(24) of the Charter of the City of Oakland to provide for the financing and refinancing of Port facilities through the issuance and sale of debt instruments payable exclusively from revenues and other assets of the Port; and

WHEREAS, Ordinance No. 2858, adopted by the Board on February 21, 1989 (the “Procedural Ordinance”), provides that the debt instruments shall be issued and sold in such manner and upon such terms and conditions, and contain such provisions and covenants, as the Board shall fix and establish; and

WHEREAS, to achieve interest cost savings, the Board desires to refinance the costs of certain capital projects through the refunding of all or a portion of (i) its outstanding Port of Oakland Revenue Bonds 2002 Series L (AMT) (the “Series L Bonds,” and the refunded Series L Bonds, the “Reredeemed Series L Bonds”), (ii) its outstanding Port of Oakland Revenue Bonds 2002 Series M (Non-AMT) (the “Series M Bonds,” and the refunded Series M Bonds, the “Reredeemed Series M Bonds”) and (iii) its outstanding Port of Oakland Refunding Revenue
Bonds 2002 Series N (AMT) (the "Series N Bonds," and the refunded Series N Bonds, the "Redeemed Series N Bonds"); and

WHEREAS, the Board has determined that it is in the best interest of the Board to provide funds for the refunding of the Redeemed Series L Bonds and for costs and expenses related to such refunding through (i) the issuance of Port of Oakland Refunding Revenue Bonds 2012 Series P (AMT) (the "Series P Bonds") and/or Port of Oakland Refunding Revenue Bonds 2012 Series R (Taxable) (the "Series R Bonds"), (ii) the release of certain funds (the "Released Series L Funds") from the debt service reserve fund established in connection with the issuance of the Series L Bonds and the Series M Bonds (the "Series L and M Debt Service Reserve Fund"), and (iii) the delivery of certain additional Port funds (the "Series L Port Funds," and such Series L Port Funds together with the Released Series L Funds and the proceeds of the Series P Bonds and/or Series R Bonds allocable to the refunding of the Redeemed Series L Bonds, collectively the "Series L Redemption Funds"); and

WHEREAS, the Board has determined that it is in the best interest of the Board to provide funds for the refunding of the Redeemed Series M Bonds and for costs and expenses related to such refunding through (i) the issuance of Port of Oakland Refunding Revenue Bonds 2012 Series Q (Non-AMT) (the "Series Q Bonds," and together with the Series P Bonds and the Series R Bonds, the "Series 2012 Bonds"), (ii) the release of certain funds (the "Released Series M Funds") from the Series L and M Debt Service Reserve Fund, and (iii) the delivery of certain additional Port funds (the "Series M Port Funds," and such Series M Port Funds together with the Released Series M Funds and the proceeds of the Series Q Bonds, the "Series M Redemption Funds"); and

WHEREAS, the Board has determined that it is in the best interest of the Board to provide funds for the refunding of the Redeemed Series N Bonds and for costs and expenses related to such refunding through (i) the issuance of the Series P Bonds and/or the Series R Bonds, (ii) the release of certain funds (the "Released Series N Funds") from the debt service reserve fund established in connection with the issuance of the Series N Bonds (the "Series N Debt Service Reserve Fund"), and (iii) the delivery of certain additional Port funds (the "Series N Port Funds," and such Series N Port Funds together with the Released Series N Funds and the proceeds of the Series P Bonds and/or Series R Bonds allocable to the refunding of the Redeemed Series N Bonds, collectively the "Series N Redemption Funds");

WHEREAS, there has been presented to this Board a form of a Bond Purchase Contract (the "Purchase Contract") between the Board and Merrill Lynch, Pierce, Fenner & Smith Incorporated, acting on its own behalf and as representative of Siebert Brandford Shank & Co., LLC, Backstrom McCarley Berry & Co., LLC, Blaylock Robert Van, LLC, BMO Capital Markets GKST Inc., De La Rosa & Co., Inc., J.P. Morgan Securities, LLC, Loop Capital Markets LLC, Morgan Stanley & Co. LLC and Wells Fargo Bank, National Association (collectively, the
WHEREAS, there has been presented to this Board a form of the Fifteenth Supplemental Trust Indenture (the "Fifteenth Supplement") between the Board and U.S. Bank National Association, as Trustee (the "Trustee"), which (i) includes certain amendments to the Trust Indenture (as defined below) and (ii) provides, among other things, for the terms and conditions of the issuance and delivery of the Series 2012 Bonds and for the Series 2012 Bonds to be secured in part by the 2011 common debt service reserve fund (the "2011 Common Reserve Fund") created under the Fourteenth Supplemental Trust Indenture dated as of August 1, 2011, between the Board and U.S. Bank National Association, as trustee (the "Fourteenth Supplement"), and includes forms of the Series P Bonds, the Series Q Bonds and the Series R Bonds; and

WHEREAS, this Resolution, together with the Amended and Restated Master Trust Indenture dated as of April 1, 2006 (as amended, the "Trust Indenture"), between the Board and the Trustee, as amended and supplemented from time to time, including as amended and supplemented by the Fifteenth Supplement, together constitute a "Resolution of Issue" within the meaning of the Procedural Ordinance; and

WHEREAS, Section 2.11 of the Trust Indenture requires the preparation by an Authorized Board Representative (as defined in the Trust Indenture) or by the Board's Consultants (as defined in the Trust Indenture) of a certificate indicating compliance with certain requirements of the Trust Indenture as a condition to the issuance of the Series 2012 Bonds, and such a certificate shall be delivered in connection with such issuance; and

WHEREAS, there has been presented to this Board a form of Preliminary Official Statement; and

WHEREAS, the proposed terms of the Fifteenth Supplement provide in pertinent part that (i) a certain portion of the Series L Redemption Funds shall be held in the Series L escrow fund created under the Fifteenth Supplement (the "Series L Escrow Fund") and used to effect the redemption of the Redeemed Series L Bonds on the date set forth in the Fifteenth Supplement (the "Series L Redemption Date"), (ii) a certain portion of the Series M Redemption Funds shall be held in the Series M escrow fund created under the Fifteenth Supplement (the "Series M Escrow Fund") and used to effect the redemption of the Redeemed Series M Bonds on the date set forth in the Fifteenth Supplement (the "Series M Redemption Date"), and (iii) a certain portion of the Series N Redemption Funds shall be held in the Series N escrow fund created under the Fifteenth Supplement (the "Series N Escrow Fund") and used to effect the redemption of the Redeemed Series N Bonds on the date set forth in the Fifteenth Supplement (the "Series N Redemption Date"); and
WHEREAS, the Preliminary Official Statement, the Purchase Contract, and the Fifteenth Supplement appear to be in appropriate form and the terms are satisfactory to the Board, and the Board has determined that it is in the best interest of the Board (i) to provide funds to refund the Redeemed Series L Bonds through the issuance of the Series P Bonds and/or the Series R Bonds, (ii) to provide funds to refund the Redeemed Series M Bonds through the issuance of the Series Q Bonds and (iii) to provide funds to refund the Redeemed Series N Bonds through the issuance of the Series P Bonds and/or the Series R Bonds; and

WHEREAS, the Board has reviewed and evaluated the Agenda Report dated September 13, 2012, Item 3.2 (the “Agenda Report”) and related agenda materials, has received the expert testimony of Board staff, and has provided opportunities for and taken public comment.

NOW, THEREFORE, BE IT RESOLVED by the Board as follows:

1. The Board hereby finds and declares that the foregoing recitals are true and correct.

2. Issuance of Series 2012 Bonds. For the purpose of providing funds to refund the Redeemed Series L Bonds, the Redeemed Series M Bonds, and the Redeemed Series N Bonds, the Board hereby authorizes the issuance of its Series P Bonds and Series R Bonds in the combined aggregate principal amount of not to exceed four hundred thirty-five million dollars ($435,000,000), the issuance of its Series Q Bonds in the aggregate principal amount of not to exceed fifteen million dollars ($15,000,000), the deposit with the Trustee of additional Port cash in an amount not to exceed thirty-five million dollars ($35,000,000), and the release of funds from the Series L and M Debt Service Reserve Fund and the Series N Debt Service Reserve Fund. In addition to the above uses of the Series L Redemption Funds, the Series M Redemption Funds, and the Series N Redemption Funds (collectively, the “Redemption Funds”), a portion of the Redemption Funds may be used to pay costs of issuance, to fund a deposit to the 2011 Common Reserve Fund (and/or to pay the premium costs associated with a debt service reserve surety bond or bonds, if a surety bond or bonds are utilized) and to pay the premium costs for a municipal bond insurance policy or other credit or liquidity enhancement (collectively, “Credit Enhancement”), if it is determined that Credit Enhancement results in true interest or other cost savings to the Board as further described in paragraph 13 of this Resolution.

Execution and delivery of the Fifteenth Supplement containing the maturities, the principal amounts and the interest rates of the Series 2012 Bonds, within the parameters set forth in this Resolution, shall constitute conclusive evidence of the Board’s approval of such maturities, principal amounts and interest rates.

The Series 2012 Bonds shall bear interest at such rates with respect to the various maturities such that the true interest cost for
the Series 2012 Bonds does not exceed five percent (5.0%) per annum on average, and the final maturity of any of the Series 2012 Bonds shall not be later than May 1, 2033. The true interest cost shall be the rate that, when used in computing the present value of all payments of principal and interest to be paid on the Series 2012 Bonds, produces an amount equal to the purchase price of the Series 2012 Bonds, taking into account any original issue premium or discount, underwriters’ discount or fee, and any and all costs of issuance of such Series 2012 Bonds.

The costs of issuance of the Series 2012 Bonds (including underwriters’ discount, counsel fees, financial advisor fees, rating agency fees, and verification agent fees, among others) funded from the proceeds of the Series 2012 Bonds shall not exceed two percent (2%) of the proceeds of such Series 2012 Bonds.

Based on market conditions at or before the time of pricing of the Series 2012 Bonds, one or more series of the Series 2012 Bonds may not be issued, but such failure to issue any one or more series of the Series 2012 Bonds shall not preclude the issuance of any other series of Series 2012 Bonds. In the event that fewer than all series of Series 2012 Bonds are issued, the series designations of the Series 2012 Bonds that are issued may be changed from the designations set forth in this resolution so that the series that are issued are alphabetically consecutive to the Port’s previously-issued series of senior lien bonds.

3. Pledge to Secure the Series 2012 Bonds. The Board hereby approves the pledge of the Pledged Revenues, as such term is defined in the Trust Indenture, and the other security provided in the Granting Clause of the Trust Indenture, on a parity with the other Bonds (as defined in the Trust Indenture) issued under the Trust Indenture, to secure the Series 2012 Bonds as set forth in the Trust Indenture and the Fifteenth Supplement. The Board further approves the designation of the Series 2012 Bonds as Common Reserve Fund Bonds (as defined in the Fourteenth Supplement) secured by the 2011 Common Reserve Fund pursuant to the Fourteenth Supplement on a parity with the other Common Reserve Fund Bonds.

4. Forms of Series 2012 Bonds. The Series 2012 Bonds and the Trustee’s Certificate of Authentication to appear thereon shall be in substantially the forms set forth in Exhibits A-1, A-2 and A-3 to the Fifteenth Supplement, with necessary or appropriate variations, omissions and insertions as permitted or required by the Trust Indenture or the Fifteenth Supplement or as appropriate to adequately reflect the terms of each series of the Series 2012 Bonds and the obligation represented thereby and with such changes therein (including any changes required by a provider of a Credit Enhancement in order to obtain Credit Enhancement with respect to the Series 2012 Bonds) as shall be approved by the officer or officers of the Board executing the same and the Port Attorney or her designee; the execution thereof shall constitute conclusive evidence of the Board’s
approval of any and all changes or revisions therein from the forms of Series 2012 Bonds now before this meeting.

5. Execution of the Series 2012 Bonds. The Series 2012 Bonds shall be executed by the President or any Vice President of the Board and attested by the Secretary of the Board or his authorized designee. Any of such signatures may be placed manually on the Series 2012 Bonds or may be by facsimile, and any facsimile signature shall be of the same force and effect as if such signature were manually placed on such Series 2012 Bonds.

6. Approval of Fifteenth Supplement, Authorization for Execution. The form, terms and provisions of the Fifteenth Supplement are in all respects approved, and any one or more of the President of the Board, any Vice President of the Board, the Executive Director or his designee, the Deputy Executive Director or her designee, the Chief Financial Officer or her designee (the Executive Director, Deputy Executive Director or Chief Financial Officer of the Board or the authorized designee of any such officer being referred to as an “Authorized Board Representative”), are hereby authorized, empowered and directed to execute, acknowledge and deliver the Fifteenth Supplement, including counterparts thereof, in the name and on behalf of the Board, subject to the approval of the Port Attorney or her designee. The Fifteenth Supplement, as executed and delivered, shall be in substantially the form now before this meeting and hereby approved, with such changes therein (including any changes required by the provider of any Credit Enhancement in order to obtain Credit Enhancement with respect to the Series 2012 Bonds) as shall be approved by the officer or officers of the Board or the Authorized Board Representative executing the same and the Port Attorney or her designee; the execution thereof shall constitute conclusive evidence of the Board’s approval of any and all changes or revisions therein from the form of the Fifteenth Supplement now before this meeting; and from and after the execution and delivery of the Fifteenth Supplement, the officers, agents and employees of the Board are hereby authorized, empowered and directed to do all such acts and things and to execute on behalf of the Board all such documents as may be necessary to carry out and comply with the provisions of the Fifteenth Supplement.

7. Preliminary Official Statement. The form of the Preliminary Official Statement is in all respects approved. The distribution by the Underwriters of the Preliminary Official Statement in either printed format or through electronic means in connection with the offering and sale of the Series 2012 Bonds in substantially the form of the draft presented at this meeting, with such changes therein as shall be approved by the President of the Board, any Vice President of the Board, or any Authorized Board Representative, is hereby authorized and approved. The President, any Vice President or any Authorized Board Representative may deliver any supplements or amendments to the Preliminary Official Statement that such officer determines are necessary or in the best interest of the Board. The President, any Vice President, and any Authorized Board
Representative, or any one of them, are hereby authorized and directed to "deem final" said Preliminary Official Statement within the meaning of Rule 15c2-12 of the Securities and Exchange Act of 1934, as amended.

8. Official Statement. Prior to the delivery of the Series 2012 Bonds, the Board shall provide for the preparation, publication, execution and delivery of an Official Statement relating to the Series 2012 Bonds in substantially the form of the draft Preliminary Official Statement presented to this meeting. The President, any Vice President, and any Authorized Board Representative, or any one of them, are hereby authorized and directed to execute and deliver the final Official Statement in the name and on behalf of the Board, and to make any changes or revisions thereto, including any supplements or amendments thereto, necessary in order for the final Official Statement to meet the obligations and requirements of the Board under the Purchase Contract and this Resolution or otherwise determined by the President, any Vice President, or any Authorized Board Representative to be in the best interest of the Board. The execution and delivery thereof shall constitute conclusive evidence of the Board’s approval of any and all changes or revisions therein from the form of the Preliminary Official Statement now before this meeting. The Underwriters are hereby authorized to distribute the Official Statement in either printed format or through electronic means in such final form.

9. Continuing Disclosure Certificate. The form, terms and provisions of the Continuing Disclosure Certificate are in all respects approved, and any one or more Authorized Board Representatives are hereby authorized, empowered and directed to execute and deliver the Continuing Disclosure Certificate, including counterparts thereof, in the name and on behalf of the Board, subject to the approval of the Port Attorney or her designee. The Continuing Disclosure Certificate, as executed and delivered, shall be in substantially the form now before this meeting and hereby approved, with such changes therein as shall be approved by the officer or officers of the Board or the Authorized Board Representative executing the same and the Port Attorney or her designee; the execution thereof shall constitute conclusive evidence of the Board’s approval of any and all changes or revisions therein from the form of the Continuing Disclosure Certificate now before this meeting; and from and after the execution and delivery of the Continuing Disclosure Certificate, the officers, agents and employees of the Board are hereby authorized, empowered and directed to do all such acts and things and to execute on behalf of the Board all such documents as may be necessary to carry out and comply with the provisions of the Continuing Disclosure Certificate.

10. Sale of Series 2012 Bonds. The Board hereby authorizes the sale of the Series 2012 Bonds through a negotiated sale to the Underwriters. The Board hereby finds and declares that such sale is exempt from the competitive bid procedures of Port Ordinance No. 1606.
by reason of the exception contained therein for the obtainment of professional or specialized services. The Board further finds and declares pursuant to said Ordinance 1606 that, giving due regard for market and competitive considerations and being duly advised in the premises, the proposed sale of the Series 2012 Bonds to the Underwriters on a negotiated basis is in the best interest of the Board. Any Authorized Board Representative is hereby authorized to approve the final terms of the sale of the Series 2012 Bonds subject to the terms, conditions and restrictions set forth in this Resolution. The Series 2012 Bonds, if sold to the Underwriters, shall be sold with an underwriters’ discount and/or underwriting fee as set forth in the Purchase Contract, not to exceed one half of one percent (0.5%) of the aggregate principal amount of the Series 2012 Bonds, and subject to the terms and conditions set forth in the Purchase Contract. The form, terms and provisions of the Purchase Contract now before this Board are in all respects approved, and each of the President, any Vice President and any Authorized Board Representative is hereby authorized and empowered, either alone or in combination, to execute and deliver the Purchase Contract, including counterparts thereof, in the name and on behalf of the Board. The Purchase Contract, as executed and delivered, shall be in substantially the form now before this meeting and hereby approved, with such changes therein as shall be approved by the officer or officers executing the same and by the Port Attorney or her designee; the execution thereof shall constitute conclusive evidence of the Board’s approval of any and all changes or revisions therein from the form of the Purchase Contract now before this meeting; and from and after the execution and delivery of the Purchase Contract, the officers, agents and employees of the Board are hereby authorized, empowered and directed to do all such acts and things and to execute on behalf of the Board all such documents as may be necessary to carry out and comply with the provisions of the Purchase Contract.

11. Trustee. The Board hereby approves and ratifies the appointment of U.S. Bank National Association, as Trustee under the terms of the Fifteenth Supplement.

12. Notices. Any Authorized Board Representative is hereby authorized and directed to deliver or cause to be delivered any notices required to be given in connection with the redemption of the Redeemed Series L Bonds, the Redeemed Series M Bonds, the Redeemed Series N Bonds, or in connection with the amendments to the Trust Indenture contained in the Fifteenth Supplement.

13. Additional Authorization. The President and any Vice President of the Board, any Authorized Board Representative and all officers, agents and employees of the Board, for and on behalf of the Board, are hereby authorized and directed to do any and all things necessary or advisable to effect the issuance, execution (as appropriate) and delivery of the Series 2012 Bonds, the Fifteenth Supplement, the Continuing Disclosure Certificate, a tax and non-arbitrage certificate, the Preliminary Official Statement and final
Official Statement and the Purchase Contract and to carry out the terms thereof. In addition, said persons are further authorized to take all actions and execute any and all documents necessary or advisable to arrange for Credit Enhancement for some or all of the Series 2012 Bonds (including any debt service reserve surety bond or bonds), if such Credit Enhancement will, upon the advice of the Board’s financial advisors, result in true interest cost or other savings. Said officers, agents, employees, and other persons are further authorized and directed, for and on behalf of the Board, to execute all papers, documents, certificates, notices, orders and other instruments that may be required before or after delivery of the Series 2012 Bonds in order to carry out the authority conferred or contemplated in this Resolution, the Fifteenth Supplement and the Trust Indenture. The foregoing authorization includes, without limitation, (i) authority for an Authorized Board Representative to cause the liquidation of investments held in the Series L and M Debt Service Reserve Fund and the Series N Debt Service Reserve Fund, the release of the funds from the Series L and M Debt Service Reserve Fund and the Series N Debt Service Reserve Fund (the “Released Reserve Funds”) and the use of such Released Reserve Funds as contemplated in this Resolution, (ii) authority for an Authorized Board Representative to cause a portion of the Series L Redemption Funds to be applied to gross fund the Series L Escrow Fund, which is intended to be sufficient to pay in full on the Series L Redemption Date the redemption price of the Redeemed Series L Bonds plus all maturing principal of and accrued but unpaid interest on the Redeemed Series L Bonds to such date, as described in the Fifteenth Supplement, and (iii) authority for an Authorized Board Representative to cause a portion of the Series M Redemption Funds to be applied to gross fund the Series M Escrow Fund, which is intended to be sufficient to pay in full on the Series M Redemption Date the redemption price of the Redeemed Series M Bonds plus all maturing principal of and accrued but unpaid interest on the Redeemed Series M Bonds to such date, as described in the Fifteenth Supplement, and (iv) authority for an Authorized Board Representative to cause a portion of the Series N Redemption Funds to be applied to gross fund the Series N Escrow Fund, which is intended to be sufficient to pay in full on the Series N Redemption Date the redemption price of the Redeemed Series N Bonds plus all maturing principal of and accrued but unpaid interest on the Redeemed Series N Bonds to such date, as described in the Fifteenth Supplement, and (v) authority for an Authorized Board Representative to cause the remaining portion of the Redemption Funds to be deposited into the 2011 Common Reserve Fund and to pay costs of issuance and other costs and expenses associated with the transactions contemplated in this Resolution.

14. Investments. The Authorized Board Representatives, and each one of them acting alone or in combination, are hereby authorized, for and in the name and on behalf of the Board, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents, whether before or after the issuance of the Series 2012 Bonds, including but
not limited to those described in the various documents and instruments herein approved, that they, or any of them, may deem necessary or advisable and in the best interest of the Board: (a) for the execution of any short-term or long-term investments and/or investment agreements authorized as "Permitted Investments" under the Trust Indenture with respect to the investment of moneys held in any funds and accounts under the Fifteenth Supplement, and (b) otherwise to accomplish the purposes described in this paragraph or in the documents approved in accordance with this paragraph, and to accomplish the transactions contemplated in this paragraph, including, but not limited to, entering into appropriate agreements with a broker to select any such investment vehicles. The Board hereby finds and determines that any agreements with brokers and/or investment providers will be for professional or specialized services and that obtaining such services without competitive bidding will be in the best interest of the Board, and the Board hereby waives competitive bidding except as otherwise required by applicable federal tax law.

15. **Severability.** The provisions of this Resolution are hereby declared to be severable and, if any section, phrase or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions hereof.

16. **Effective Date.** The effective date of this Resolution shall be its date of adoption.

17. **Ratification.** Any and all acts and things heretofore taken or done by any Authorized Board Representative or any other officer or agent of the Board or their representatives in furtherance of the resolutions set forth herein are hereby ratified, adopted, confirmed, and approved in their entirety.

18. **Resolution Not Evidence of Contract.** 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. This Resolution approves and authorizes the execution of agreements in accordance with the terms of this Resolution. 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 the other contracting party, there shall be no valid or effective agreement.
19. **Independent Judgment.** In acting upon the matters contained herein, 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.

At the regular meeting held on September 13, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Yee and President Gonzales - 6
Excused: Commissioner Uno - 1
Noes: 0
RESOLUTION NO. 12-121

RESOLUTION AUTHORIZING AND APPROVING AN AMENDMENT TO TEMPORARY RENTAL AGREEMENT WITH DESILVA GATES CONSTRUCTION.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Board Agenda Report Item No. 5.2, dated September 20, 2012 ("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, the Director of Aviation of the Port ("Director of Aviation") executed a Temporary Rental Agreement ("Temporary Rental Agreement") with DeSilva Gates Construction ("DeSilva") in October of 2011 to utilize Port-owned vacant real property located at the southwest corner of Eden Road and Doolittle Drive; now, therefore be it

RESOLVED, 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 be it

FURTHER RESOLVED, that the Board hereby finds and determines that it is in the best interest of the Port to approve and authorize the Director of Aviation to execute an amendment to the Temporary Rental Agreement with DeSilva to extend the term to be month to month, commencing October 14, 2012 and expiring on October 13, 2013, and to require a monthly payment of $2,500.00 as more fully described in the Agenda Report; and be it
FURTHER RESOLVED, that this resolution is not evidence of and does not create or constitute (a) an agreement, 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. This resolution approves and authorizes the execution of agreements in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on September 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
RESOLUTION AUTHORIZING THE EXECUTION OF AN OTHER TRANSACTION AGREEMENT WITH THE TRANSPORTATION SECURITY ADMINISTRATION FOR DESIGN SERVICES RELATING TO CHECKED BAGGAGE SCREENING RECAPITALIZATION.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.1, dated September 20, 2012 ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, that the Board hereby approves and authorizes the Executive Director to enter into an Other Transaction Agreement ("OTA") with THE TRANSPORTATION SECURITY ADMINISTRATION ("TSA"), for design services relating to Checked Baggage Screening Recapitalization and authorizes a project design capital budget of $350,000 which will be largely reimbursed by TSA as further described in the Agenda Report; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement is delivered to other contracting party, there shall be no valid or effective agreement; and be it
FURTHER RESOLVED, 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.

At the regular meeting held on September 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
RESOLUTION NO. 12-123

RESOLUTION FINDING AND DETERMINING THAT A PROPOSED AGREEMENT WITH HARRIS MILLER MILLER & HANSON, INC. AT A MAXIMUM COMPENSATION OF $375,000 FOR CONSULTING SERVICES CONSTITUTES PROFESSIONAL, TECHNICAL AND SPECIALIZED SERVICES THAT ARE TEMPORARY IN NATURE, WAIVING STANDARD BIDDING PROCEDURES AND AUTHORIZING EXECUTION OF AGREEMENT.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item No. 6.2, dated September 20, 2012 ("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; now, therefore, be it

RESOLVED, 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 be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that the proposed agreement with HARRIS MILLER MILLER & HANSON, INC. for aviation-related acoustical consulting services in support of the Aviation Division's Noise and Environmental Compliance Office 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 HARRIS MILLER MILLER & HANSON, INC. without standard bidding and standard competitive bidding procedures are waived; and be it

FURTHER RESOLVED, that the Board hereby approves and authorizes the Executive Director of the Port to execute for and on behalf of the Board said agreement, upon terms and conditions consistent with the Agenda Report and providing that HARRIS MILLER MILLER & HANSON, INC. shall be compensated
for such services, including costs of miscellaneous reimbursable expenses, at a maximum compensation that shall not exceed $75,000 per year at an aggregate amount of $375,000 over a period of five (5) years commencing September 4, 2012 and ending September 3, 2017; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on September 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO NEGOTIATE AND EXECUTE A TWO-YEAR CONTRACT WITH ARAMARK UNIFORM SERVICES (A DIVISION OF ARAMARK UNIFORM & CAREER APPAREL, LLC) TO PROCURE UNIFORM RENTAL AND LAUNDRY SERVICE; AND AUTHORIZING THE EXECUTIVE DIRECTOR TO APPROVE ONE TWO-YEAR EXTENSION AND ONE ONE-YEAR EXTENSION IN A TOTAL AGGREGATE AMOUNT NOT TO EXCEED $240,000 FOR THE INITIAL TWO YEAR PERIOD, AND NOT TO EXCEED $600,000 FOR THE FIVE YEAR PERIOD.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Board Agenda Report Item No. 6.3, dated September 20, 2012 ("Agenda Report") and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, 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 be it

FURTHER RESOLVED, that the Board hereby authorizes the Executive Director of the Port of Oakland ("Executive Director") to negotiate and enter into a two-year contract with Aramark Uniform Services (a division of Aramark Uniform & Career Apparel, LLC) ("Aramark") in an amount not to exceed $240,000 for the first two years; and be it

FURTHER RESOLVED, that the Executive Director is authorized to approve one two-year extension, and one one-year extension to the agreement with Aramark, for a total contract period of five years, in a total aggregate amount not to exceed $600,000; and be it

FURTHER RESOLVED, that if the Executive Director is unable to negotiate a contract with Aramark, he is authorized to negotiate and execute a contract with the second ranked supplier, in a total aggregate amount not to exceed $600,000 for the five-year period; and be it
FURTHER RESOLVED, that if the Executive Director is unable to negotiate a contract with either Aramark or the second ranked supplier, he is authorized to negotiate and execute a contract for such work in the open market based upon the receipt of informal proposals; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. 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.

At the regular meeting held on September 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
RESOLUTION NO. 12-125

RESOLUTION APPROVING BUILDING PERMIT REQUESTED BY THE HERTZ CORPORATION.

RESOLVED, that in reliance upon the representations and certifications set forth upon and submitted with an application by THE HERTZ CORPORATION ("HERTZ") for a building permit to perform certain work at 7600 Earhart Road, Ready Return Shared Site, Oakland, California, the Board of Port Commissioners ("Board") hereby approves same subject to said representations and certifications at an estimated cost of $175,000, said work and applicable conditions of Port of Oakland ("Port") approval including the following:

1) Reconfigure exit lanes, curbs and asphalt, paving to add a non-revenue exit to Langley from Hertz’ exclusive area;

2) Installation of a canopy over the existing booths;

3) Compliance with all of the terms and conditions of Hertz’s Space/Use Permit and other applicable agreements with the Port;

and be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project has been determined to be exempt from the requirements of the California Environmental Quality Act ("CEQA") pursuant to Section 15301 Class 1 (c); and be it
FURTHER RESOLVED, that (a) neither this resolution nor the Board's approval of said work (i) is a waiver by the Board of any Port right or remedy with respect to applicant under any agreement between the Port and the applicant or with respect to any obligation of applicant, or (ii) releases applicant from any obligation with respect to said work or with respect to any agreement between the Port and applicant and (b) this resolution is not evidence of and does not create or constitute (i) a contract, or the grant of any right (other than to perform the work subject to the provisions of this resolution), entitlement or property interest, or (ii) any obligation or liability on the part of the Board or any officer or employee of the Board.

At the regular meeting held on October 4, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
RESOLVED, that in reliance upon the representations and certifications set forth upon and submitted with an application by THE HERTZ CORPORATION ("HERTZ") for a building permit to perform certain work at 7600 Earhart Road, Return lot and Quick Turnaround site, Oakland, California, the Board of Port Commissioners ("Board") hereby approves same subject to said representations and certifications at an estimated cost of $69,000, said work and applicable conditions of Port of Oakland ("Port") approval including the following:

1) Installation of upgrades to their radio communications system; and

2) Installation of new antennas and related equipment at the two North Airport sites, with connections to an off-airport maintenance facility; and

3) Compliance with all of the terms and conditions of Hertz’s Space/Use Permit and other applicable agreements with the Port;

and be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project has been determined to be exempt from the requirements of the California Environmental Quality Act ("CEQA") pursuant to Section 15301 Class 1 (b); and be it
FURTHER RESOLVED, that (a) neither this resolution nor the Board’s approval of said work (i) is a waiver by the Board of any Port right or remedy with respect to applicant under any agreement between the Port and the applicant or with respect to any obligation of applicant, or (ii) releases applicant from any obligation with respect to said work or with respect to any agreement between the Port and applicant and (b) this resolution is not evidence of and does not create or constitute (i) a contract, or the grant of any right (other than to perform the work subject to the provisions of this resolution), entitlement or property interest, or (ii) any obligation or liability on the part of the Board or any officer or employee of the Board.

At the regular meeting held on October 4, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
RESOLUTION NO. 12-127

RESOLUTION APPROVING BUILDING PERMIT REQUESTED BY PORTS AMERICA OUTER HARBOR TERMINAL, LLC ("PAOH").

RESOLVED, that in reliance upon the representations and certifications set forth upon and submitted with an application by PORTS AMERICA OUTER HARBOR TERMINAL, LLC ("PAOH") for a building permit to perform certain work at 1599 Maritime Street, Oakland, California, the Board of Port Commissioners ("Board") hereby approves same subject to said representations and certifications at an estimated cost of $485,000, said work and applicable conditions of Port of Oakland ("Port") approval including the following:

1) Installation of wireless back-up equipment to the existing site communications system;

2) Compliance with all of the terms and conditions of PAOH’s Concession and Lease Agreement and other applicable agreements with the Port;

and be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project has been determined to be exempt from the requirements of the California Environmental Quality Act ("CEQA") pursuant to Section 15303; and be it
FURTHER RESOLVED, that (a) neither this resolution nor the Board’s approval of said work (i) is a waiver by the Board of any Port right or remedy with respect to applicant under any agreement between the Port and the applicant or with respect to any obligation of applicant, or (ii) releases applicant from any obligation with respect to said work or with respect to any agreement between the Port and applicant and (b) this resolution is not evidence of and does not create or constitute (i) a contract, or the grant of any right (other than to perform the work subject to the provisions of this resolution), entitlement or property interest, or (ii) any obligation or liability on the part of the Board or any officer or employee of the Board.

At the regular meeting held on October 4, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
RESOLUTION NO. 12-128

RESOLUTION APPROVING BUILDING PERMIT REQUESTED BY PORTS AMERICA OUTER HARBOR TERMINAL, LLC ("PAOH").

RESOLVED, that in reliance upon the representations and certifications set forth upon and submitted with an application by PORTS AMERICA OUTER HARBOR TERMINAL, LLC ("PAOH") for a building permit to perform certain work at 1599 Maritime Street, Oakland, California, the Board of Port Commissioners ("Board") hereby approves same subject to said representations and certifications at an estimated cost of $625,000, said work and applicable conditions of Port of Oakland ("Port") approval including the following:

1) Installation of 3 generators and related equipment to the existing site at Marine Ops building, exit gate, and a generator command center;

2) Compliance with all of the terms and conditions of PAOH’s Concession and Lease Agreement and other applicable agreements with the Port;

and be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project has been determined to be exempt from the requirements of the California Environmental Quality Act ("CEQA") pursuant to Section 15303, Class 3-New Construction or Conversion of Small Structures; and be it
FURTHER RESOLVED, that (a) neither this resolution nor the Board's approval of said work (i) is a waiver by the Board of any Port right or remedy with respect to applicant under any agreement between the Port and the applicant or with respect to any obligation of applicant, or (ii) releases applicant from any obligation with respect to said work or with respect to any agreement between the Port and applicant and (b) this resolution is not evidence of and does not create or constitute (i) a contract, or the grant of any right (other than to perform the work subject to the provisions of this resolution), entitlement or property interest, or (ii) any obligation or liability on the part of the Board or any officer or employee of the Board.

At the regular meeting held on October 4, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
RESOLVED, that in reliance upon the representations and certifications set forth upon and submitted with an application by ANDALE MANAGEMENT GROUP, INC. ("tenant") for a building permit to perform certain work at 1 Airport Drive, Terminal 2, Oakland, California, the Board of Port Commissioners ("Board") hereby approves same subject to said representations and certifications at an estimated cost of $60,000, said work and applicable conditions of Port of Oakland ("Port") approval including the following:

1) Removal of a portion of the wall between the restaurant space and the hold area;

2) Installation of new furniture and fixtures, signage upgrades, layout changes;

3) Related electrical and mechanical work;

4) Compliance with all of the terms and conditions of Andale Management Group’s Space/Use Permit and other applicable agreements with the Port;

and be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project has been determined to be exempt from the requirements of the California Environmental Quality Act ("CEQA") pursuant to Section 15303 Class 1 (a); and be it
FURTHER RESOLVED, that (a) neither this resolution nor the Board’s approval of said work (i) is a waiver by the Board of any Port right or remedy with respect to applicant under any agreement between the Port and the applicant or with respect to any obligation of applicant, or (ii) releases applicant from any obligation with respect to said work or with respect to any agreement between the Port and applicant and (b) this resolution is not evidence of and does not create or constitute (i) a contract, or the grant of any right (other than to perform the work subject to the provisions of this resolution), entitlement or property interest, or (ii) any obligation or liability on the part of the Board or any officer or employee of the Board.

At the regular meeting held on October 4, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
RESOLUTION NO. 12-130

RESOLUTION APPROVING THE CANCELLATION OF THE AVIATION FACILITIES MAINTENANCE MANAGER ELIGIBLE LIST AND BEGIN A NEW RECRUITMENT FOR AVIATION FACILITIES MAINTENANCE MANAGER.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.3, dated October 4, 2012 ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, that the Board hereby approves the cancellation of the Aviation Facilities Maintenance Manager eligible list, as more fully described in the Agenda Report; and be it

RESOLVED, that the Board hereby approves and directs Port staff to begin a new recruitment for Aviation Facilities Maintenance Manager; and be it

FURTHER RESOLVED, that in acting upon the matters contained herein, 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 materials and in testimony received.

At the regular meeting held on October 4, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0

283921
RESOLUTION NO. 12-131

RESOLUTION APPROVING THE RETENTION OF OUTSIDE INDEPENDENT COUNSEL TO ASSIST THE BOARD OF PORT COMMISSIONERS IN AN ONGOING INVESTIGATION OF ALLEGATIONS OF IMPROPER EXPENDITURES.

RESOLVED, that the Board of Port Commissioners ("Board") hereby approves the retention of Arnold & Porter LLP as Outside Independent Counsel, pursuant to the provisions of Section 6.05 of Port Ordinance No. 867, to assist the Board in an ongoing investigation of allegations of improper expenditures, the compensation of and reimbursement for out-of-pocket expenses incurred by said Special Counsel to be made from time to time as approved by the Port Attorney.

At the special meeting held on October 12, 2012 & continued to October 15, 2012.

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, and President Gonzales - 6
Abstained: Commissioner Yee - 1
Noes: 0
RESOLUTION APPROVING THE PLACEMENT OF EXECUTIVE DIRECTOR OMAR BENJAMIN ON ADMINISTRATIVE LEAVE EFFECTIVE IMMEDIATELY.

RESOLVED, that the Board of Port Commissioners ("Board") hereby places Executive Director Omar Benjamin on Administrative Leave with pay effective immediately.

At the Regular Meeting held on October 18, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
Abstained: 0
RESOLUTION NO. 12-133

RESOLUTION APPROVING DEBORAH ALE FLINT TO ACT AS EXECUTIVE DIRECTOR EFFECTIVE IMMEDIATELY.

RESOLVED, effective immediately, the Board of Port Commissioners ("Board") hereby directs and empowers Deborah Ale Flint to perform the necessary duties and to act with the authority of the Executive Director during his absence.

At the Regular Meeting held on October 18, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7

Noes: 0

Abstained: 0
RESOLUTION NO. 12-134

RESOLUTION APPROVING AND AUTHORIZING THE TOTAL PROJECT BUDGET IN THE AMOUNT CERTIFIED BY THE BOARD OF PORT COMMISSIONERS ("BOARD") FOR DESIGN BUILD OF OUTER HARBOR INTERMODAL TERMINAL RAILYARD, PHASE 1; FINDING AND DETERMINING THAT IT IS IN THE BEST INTEREST OF THE PORT OF OAKLAND ("PORT") TO CONTRACT FOR SUCH WORK WITHOUT STANDARD BIDDING PROCEDURES; AUTHORIZING THE DIRECTOR OF ENGINEERING OF THE PORT OF OAKLAND ("DIRECTOR OF ENGINEERING") TO APPROVE THE PLANS AND SPECIFICATIONS; AND CALLING FOR PROPOSALS THEREFOR.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Board Agenda Report Item No. 2.2, dated October 18, 2012 ("Agenda Report") and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, 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 be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to approve and authorize the project budget for Design-Build of Outer Harbor Intermodal Terminal Railyard, Phase 1, at the Former Oakland Army Base, Oakland, California ("OHIT Railyard Phase 1") in a total aggregate amount not to exceed the amount certified by the Board, as more fully described in the Agenda Report; and be it

FURTHER RESOLVED, that the Board hereby finds and determines that the development and use provided for in the project manual for the OHIT Railyard Phase 1 and the subsequent use of the development approved by this resolution are in conformity with the General Plan of the City of Oakland; and be it
FURTHER RESOLVED, that the Director of Engineering or his designee is authorized to approve the plans and specifications for OHIT Railyard Phase 1 in advance of construction, pursuant to Government Code Section 830.6; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to authorize the project for OHIT Railyard Phase 1 through a competitive bid process, dispensing with standard bidding procedures; and be it

FURTHER RESOLVED, that the Secretary of the Board is hereby authorized to advertise for four consecutive days in the official newspaper of the City of Oakland for sealed proposals for the OHIT Railyard Phase 1 not less than ten calendar days prior to the date set for receiving said bids; and be it

FURTHER RESOLVED, that the provisions of the Maritime and Aviation Project Labor Agreement ("MAPLA") apply to the OHIT Railyard Phase 1; and be it

FURTHER RESOLVED, that on September 17, 2002, the Board, pursuant to Resolution No. 02317, certified the Environmental Impact Report ("EIR") for this project, as subsequently updated by the 2012 Oakland Army Base Project Initial Study Addendum; and be it

FURTHER RESOLVED, that, pursuant to Port Ordinance 1606, Section 22, the Board finds and determines it to be in the Port’s best interest to delegate to the Executive Director, and hereby delegates to the Executive Director, the authority to finally resolve bid protests in connection with OHIT Railyard Phase 1; and be it

FURTHER RESOLVED, that the total expenditures under any agreements executed pursuant to this resolution shall not exceed the total aggregate amount certified by the Board.

At the regular meeting held on October 18, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
RESOLUTION NO. 12-135

RESOLUTION APPROVING BUILDING PERMIT REQUESTED BY PORTS AMERICA OUTER HARBOR TERMINAL, LLC.

RESOLVED, that in reliance upon the representations and certifications set forth upon and submitted with an application by PORTS AMERICA OUTER HARBOR TERMINAL, LLC ("tenant") for a building permit to perform certain work at 1599 Maritime Street, Berth 24, Oakland, California, the Board of Port Commissioners ("Board") hereby approves same subject to said representations and certifications at an estimated cost of $3,200,000, said work and applicable conditions of Port of Oakland ("Port") approval including the following:

1) Installation of a shore power distribution and delivery system to serve ships at Berth 24. Work will include connection to an existing Port electrical substation served by PG&E power;

2) Installation of conduits for electrical distribution to docked ships;

3) Installation of portable equipment for ship connection; and

4) Compliance with all of the terms and conditions of Ports America Outer Harbor Terminal, LLC’s Concession and Lease and other applicable agreements with the Port;

and be it.

FURTHER RESOLVED, pursuant to California Environmental Quality Act ("CEQA"), a Notice of Determination will be filed with the County of Alameda; and be it.
FURTHER RESOLVED, that (a) neither this resolution nor the Board's approval of said work (i) is a waiver by the Board of any Port right or remedy with respect to applicant under any agreement between the Port and the applicant or with respect to any obligation of applicant, or (ii) releases applicant from any obligation with respect to said work or with respect to any agreement between the Port and applicant and (b) this resolution is not evidence of and does not create or constitute (i) a contract, or the grant of any right (other than to perform the work subject to the provisions of this resolution), entitlement or property interest, or (ii) any obligation or liability on the part of the Board or any officer or employee of the Board.

At the regular meeting held on October 18, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
RESOLUTION NO. 12-136

RESOLUTION APPROVING AND AUTHORIZING THE TOTAL PROJECT BUDGET OF $455,000 FOR CONSTRUCTION OF LARGE VEHICLE WASH RACK, NORTH FIELD, OAKLAND INTERNATIONAL AIRPORT; GRANTING AUTHORIZATION TO INCLUDE THE PROJECT IN THE SMALL BUSINESS PROGRAM; FINDING AND DETERMINING THAT IT IS IN THE BEST INTEREST OF THE PORT OF OAKLAND (“PORT”) TO CONTRACT FOR SUCH WORK WITHOUT STANDARD BIDDING PROCEDURES; AUTHORIZING THE DIRECTOR OF ENGINEERING OF THE PORT OF OAKLAND (“DIRECTOR OF ENGINEERING”) TO APPROVE THE PLANS AND SPECIFICATIONS; AND AUTHORIZING EXECUTION OF A CONTRACT FOR SUCH WORK BASED ON RECEIPT OF INFORMAL PROPOSALS IN A TOTAL AGGREGATE AMOUNT NOT TO EXCEED $200,000.

WHEREAS, the Board of Port Commissioners (“Board”) has reviewed and evaluated Board Agenda Report Item No. 5.4, dated October 18, 2012 (“Agenda Report”) and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, 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 be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to approve a budget authorization for fiscal year 2012-13, for Construction of a Large Vehicle Wash Rack, North Field, Oakland International Airport, Oakland, California (“Large Vehicle Wash Rack”) in a total aggregate project budget amount not to exceed $455,000; and be it

FURTHER RESOLVED, that the Board hereby finds and determines that the development and use provided for in the project manual and the
subsequent use of the development approved by this resolution are in conformity with the General Plan of the City; and be it

FURTHER RESOLVED, that the Director of Engineering or his designee is authorized to approve the plans and specifications for the Large Vehicle Wash Rack in advance of construction, pursuant to Government Code Section 830.6; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that the Port's Small Business Utilization Program encourages small contractors to develop the capacity to perform public works contracts on a competitive basis, thereby increasing the pool of competitive contractors for future Port contracts; and therefore it is in the best interest of the Port to accomplish the Large Vehicle Wash Rack, without standard bidding procedures and that said standard bidding procedures are hereby waived; and be it

FURTHER RESOLVED, that the Board authorizes that the Large Vehicle Wash Rack, be included in the Small Business Program; and be it;

FURTHER RESOLVED, that the Board hereby approves and authorizes the Executive Director of the Port of Oakland ("Executive Director") to execute for and on behalf of the Board of a contract with a local small contractor, for the Large Vehicle Wash Rack, based upon the receipt of informal proposals; and be it

FURTHER RESOLVED, that if the Executive Director determines that no acceptable proposals have been received from local small contractors, he is hereby authorized to negotiate and execute a contract for such work with any qualified contractor based upon the receipt of informal proposals; and be it

FURTHER RESOLVED, that the aggregate total of all contracts, change orders, work authorization orders, or purchase orders for construction, hazard mitigation and materials authorized by this resolution, including any taxes, duties and transportation costs, shall not exceed $200,000; and be it

FURTHER RESOLVED, that bonds for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and materials furnished and for amounts due under the Unemployment Insurance Code shall be provided by the contractors as prescribed by applicable laws and regulations and the contract specifications; and be it

FURTHER RESOLVED, that Large Vehicle Wash Rack will be covered by the provisions of the Maritime and Aviation Project Labor Agreement ("MAPLA"), however, this project is available to be included in the Port of Oakland MAPLA small business exclusion program. If the contract is awarded to a local small contractor that is eligible for
and requests in writing to be excluded from the operational requirements of the MAPLA, it is the Port’s intention to approve the exclusion, under the program established by MAPLA’s Appendix “G”-Letter of Understanding re: Small Business Utilization Program; and be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project is categorically exempt from the California Environmental Quality Act (“CEQA”) and Port CEQA Guidelines pursuant to Section 15303 (d)(e), which includes water main and sewage connections, and accessory structures; and be it

FURTHER RESOLVED, that, pursuant to Port Ordinance 1606, Section 22, the Board finds and determines it to be in the Port’s best interest to delegate to the Executive Director, and hereby delegates to the Executive Director, the authority to finally resolve bid protests in connection with the Large Vehicle Wash Rack; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. 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.

At the regular meeting held on October 18, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR OF THE PORT OF OAKLAND ("EXECUTIVE DIRECTOR") TO ISSUE A BUILDING PERMIT TO NEW CINGULAR WIRELESS PCS, LLC, DOING BUSINESS AS AT&T MOBILITY FOR INSTALLATION OF IMPROVEMENTS AT NORTH FIELD, OAKLAND INTERNATIONAL AIRPORT, OAKLAND, CALIFORNIA.

WHEREAS, the Board of Port Commissioners of the City of Oakland ("Board") has reviewed and evaluated the Agenda Report for Agenda Item 5.7, dated October 18, 2012 ("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; now, therefore, be it

RESOLVED, that the Board hereby approves a building permit for NEW CINGULAR WIRELESS PCS, LLC, doing business as AT&T MOBILITY ("Tenant") to perform certain work at the rooftop area of Hangar 3, Building L-310, located on the North Field, Oakland International Airport, Oakland, California, including the following:

(1) Expansion of an existing ground level concrete slab and installation of additional antennas, as more fully described in the Agenda Report; and

(2) Compliance with all of the terms and conditions of the Tenant’s Telecommunications License Agreement and other applicable agreements with the Port; and be it
FURTHER RESOLVED, that the Board hereby finds and determines that this project is categorically exempt from the requirements of the California Environmental Quality Act ("CEQA") pursuant to the Port CEQA Guidelines and the State CEQA Guidelines; and be it

FURTHER RESOLVED, 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.

At the regular meeting held on October 18, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
RESOLUTION NO. 12-138

RESOLUTION APPROVING THE TERMS AND CONDITIONS OF A 10 YEAR SUBLEASE BETWEEN JACK LONDON SQUARE ASSOCIATES ("JLSA") TO RENEW A FIVE YEAR TERM FOR APPROXIMATELY 9,200 SQ. FT. LOCATED AT 1 BROADWAY, OAKLAND, CALIFORNIA.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report for Item 5.8, dated October 18, 2012 (herein the "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; now, therefore, be it

RESOLVED, 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 be it

FURTHER RESOLVED, that the Board approves the terms and conditions of a 10 year sublease between Jack London Square Associates ("JLSA") and 5 Terraces, LLC for the premises locate at 1 Broadway, subject to the key terms and analysis as more fully described in the Agenda Report; and be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project has been determined to be categorically exempt from the California Environmental Quality Act ("CEQA") pursuant to CEQA Guidelines Sections 15301 which categorically exempts the approval of subleases, renewals, extensions, or amendments to leases or license and concession agreements involving negligible or no expansion of use beyond that previously existing; and be it
FURTHER RESOLVED, that the Board hereby authorizes the Executive Director of the Port ("Executive Director") or his designee, to approve and execute any documents that may be required to consent to the contemplated sublease, subject to the Port Attorney’s approval as to form and legality, and subject to the condition that the approvals set forth in this resolution be valid for no longer than 90 days, and that if the subject documents are not fully executed by that date such approval shall be null and void unless further extended at the sole and absolute discretion of the Executive Director or his designee; and be it

FURTHER RESOLVED that this resolution is not evidence of and does not create or constitute (a) a contract or lease, 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 separate written agreement(s) are 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 other contracting party, there shall be no valid or effective agreement(s).

At the regular meeting held on October 18, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
RESOLUTION AUTHORIZING APPROVAL OF AN ASSIGNMENT OF A GROUND LEASE FROM MOTEL 6 OPERATING LP TO G6 HOSPITALITY PROPERTY, LLC FOR PROPERTY LOCATED AT 1805 EMBARCADERO, OAKLAND, CALIFORNIA SUBJECT TO A ONE TIME PROCESSING FEE OF $718.21.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Board Agenda Report Item No. 5.9, dated October 18, 2012 (the "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; now, therefore be it

RESOLVED, 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 be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project has been determined to be categorically exempt from the California Environmental Quality Act ("CEQA") pursuant to CEQA Guidelines Sections 15301 which categorically exempts the approval of subleases, renewals, extensions, or amendments to leases or license and concession agreements involving negligible or no expansion of use beyond that previously existing; and be it

FURTHER RESOLVED, that the Board hereby approves the requested assignment of the subject lease for the property located at 1805 Embarcadero, Oakland, California by Motel 6 Operating LP to G6 Hospitality Property, LLC according to the terms and conditions set forth in the Agenda Report and hereby authorizes the Executive Director of the Port ("Executive Director") or his designee, to approve and execute a consent to assignment and such other agreements as may be appropriate to consummate this transaction, subject to the Port Attorney's approval as to form and legality and subject to the condition that this approval of the Board shall be valid for no longer
than 120 days and if the subject agreement or agreements are not fully executed by that date such approval shall be null and void unless further extended at the sole and absolute discretion of the Executive Director or his designee; and be it

FURTHER RESOLVED, that 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.

At the regular meeting held on October 18, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
RESOLUTION NO. 12-140

RESOLUTION APPROVING SUBMITTAL OF AN APPLICATION TO THE FEDERAL AVIATION ADMINISTRATION UNDER THE AIRPORT IMPROVEMENT PROGRAM VOLUNTARY AIRPORT LOW EMISSIONS GRANT PROGRAM, AND AUTHORIZING THE EXECUTIVE DIRECTOR OF THE PORT OF OAKLAND ("EXECUTIVE DIRECTOR") TO ACCEPT SAID GRANT OFFER; APPROVING AND AUTHORIZING AN INCREASE OF $2.9 MILLION TO THE AVIATION FISCAL YEAR ("FY") 2013 CAPITAL BUDGET FOR THE PROCUREMENT AND INSTALLATION OF PRE-CONDITIONED AIR UNITS ("PCA"); AUTHORIZING THE DIRECTOR OF ENGINEERING OF THE PORT OF OAKLAND ("DIRECTOR OF ENGINEERING") TO APPROVE THE PLANS AND SPECIFICATIONS; CALLING FOR BIDS THEREFOR; AND AUTHORIZING THE EXECUTIVE DIRECTOR TO AWARD A CONTRACT TO THE LOWEST RESPONSIBLE RESPONSIVE BIDDER IN AN AMOUNT NOT TO EXCEED $2,000,000.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Board Agenda Report Item No. 6.1, dated November 1, 2012 ("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; now, therefore, be it

RESOLVED, 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 be it

FURTHER RESOLVED, that the Board hereby finds and determines it is in the best interest of the Port to approve the submittal of a grant application to the Federal Aviation Administration ("FAA") under the Voluntary Airport Low Emissions ("VALE") program for the Procurement and Installation of Pre-Conditioned Air Units ("PCAs"), on Terminal 1 Boarding Bridges, Oakland International Airport, Oakland, California ("Procurement and Installation of PCAs"); and be it
FURTHER RESOLVED, that the Executive Director is hereby authorized and directed to accept the FAA VALE program grant, on behalf of the Board for Procurement and Installation of PCAs, if awarded, and the Secretary of the Board of Port Commissioners ("Secretary") is hereby authorized and directed to attest to the execution of the grant or grant acceptance, if deemed necessary, when said grant offer is released, provided, however, that such grant agreement shall not be binding or enforceable against the Port unless and until approved in writing as to form and legality by the Port Attorney of the Port of Oakland ("Port Attorney"); and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to approve and authorize an increase to the Aviation FY 2013 capital budget for Procurement and Installation of PCAs in a total aggregate amount not to exceed $2,900,000, as more fully described in the Agenda Report; and be it

FURTHER RESOLVED, that the Board hereby finds and determines that the development and use provided for in the project manual for the Procurement and Installation of PCAs and the subsequent use of the development approved by this resolution are in conformity with the General Plan of the City of Oakland; and be it

FURTHER RESOLVED, that the Director of Engineering or his designee is authorized to approve the plans and specifications for Procurement and Installation of PCAs in advance of construction, pursuant to Government Code Section 830.6; and be it

FURTHER RESOLVED, that the Secretary of the Board is hereby authorized to advertise for four consecutive days in the official newspaper of the City of Oakland for sealed proposals for the Procurement and Installation of PCAs not less than ten calendar days prior to the date set for receiving said bids; and be it

FURTHER RESOLVED, that the Board hereby approves and authorizes the Executive Director to award a contract to the lowest responsible responsive bidder, based upon the receipt of formal sealed bids, for Procurement and Installation of PCAs, in a total aggregate amount not to exceed $2,000,000, provided, that if the lowest responsible responsive bid exceeds the estimated budgeted amount, Staff will return to the Board for award of the contract; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report the Board hereby authorizes the rejection of all other bids received for Procurement and Installation of PCAs, and directs that securities accompanying said bids shall be returned to the respective bidders; and be it

FURTHER RESOLVED, that a bond for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and
materials furnished and for amounts due under the Unemployment Insurance Code, each in the amount of one hundred percent (100%) of the contract price shall be provided by the Contractor as prescribed by applicable laws and regulations and the contract specifications; and be it

FURTHER RESOLVED, that the provisions of the Maritime and Aviation Project Labor Agreement ("MAPLA") apply to this project. However, for purposes of Procurement and Installation of PCAs, which is funded through an agency or agencies of the United States Department of Transportation, the provisions of the MAPLA permitting the possible imposition of sanctions and/or binding arbitration for failure to demonstrate "good faith" efforts to meet local hiring goals have been deemed inapplicable; and be it,

FURTHER RESOLVED, that the Board hereby finds and determines that this project is categorically exempt from the California Environmental Quality Act (CEQA) and Port CEQA Guidelines pursuant to Section 15301, Existing Facilities, which exempts operation, repair, maintenance, permitting, leasing, licensing, or minor alteration of existing public or private structures, facilities, mechanical equipment or topographical features, involving negligible or no expansion of use beyond that existing at the time of the lead agency's determination; and be it

FURTHER RESOLVED, that, pursuant to Port Ordinance 1606, Section 22, the Board finds and determines it to be in the Port's best interest to delegate to the Executive Director, and hereby delegates to the Executive Director, the authority to finally resolve bid protests in connection with Procurement and Installation of PCAs; and be it

FURTHER RESOLVED, that the procedure prescribed by applicable laws, regulations and the contract specifications shall be taken for the execution of said contract; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of a grant agreement in accordance with the terms of this resolution. Unless and until a separate written grant agreement 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 other contracting party, there shall be no valid or effective grant agreement.

At the regular meeting held on November 1, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Parker, Uno, Yee and President Gonzales - 6
Excused: Commissioner Head - 1
RESOLUTION NO. 12-141

RESOLUTION APPROVING AWARD AND AUTHORIZING EXECUTION OF PARKING OPERATIONS AGREEMENTS FOR VARIOUS PORT OF OAKLAND-OWNED PARKING FACILITIES IN JACK LONDON SQUARE.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Board Agenda Report Item No. 6.2, dated November 1, 2012 ("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; now, therefore be it

RESOLVED, 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 be it

FURTHER RESOLVED, that the Board hereby finds and determines that it is in the best interest of the Port to award the subject Parking Operations Agreements subject to the timeframes, terms, and conditions set forth in the Agenda Report, and hereby authorizes the Executive Director or her designee to approve and execute said Parking Operations Agreements on behalf of the Board subject to the Port Attorney’s approval as to form and legality; and be it
FURTHER RESOLVED, that 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.

At the regular meeting held on November 1, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Parker, Uno, Yee and President Gonzales - 6
Excused: Commissioner Head - 1
Noes: 0
RESOLUTION NO. 12-142

RESOLUTION DELETING ONE POSITION OF PORT PROGRAMMER/ANALYST AND ADDING ONE POSITION OF INFORMATION TECHNOLOGY BUSINESS ANALYST II IN THE INFORMATION TECHNOLOGY DEPARTMENT.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report dated November 1, 2012, Item 6.3 ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, that the Board hereby approves the deletion of one position of Port Programmer/Analyst from the Fiscal Year 2012-13 Staffing Plan, as more fully described in the Agenda Report; and

RESOLVED, that the Board hereby approves the addition of one position of Information Technology Business Analyst II from the Fiscal Year 2012-13 Staffing Plan, as more fully described in the Agenda Report; and be it

FURTHER RESOLVED, that in acting upon the matters contained herein, 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 materials and in testimony received.

At the regular meeting held on November 1, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Parker, Uno, Yee and President Gonzales - 6
Excused: Commissioner Head - 1
Noes: 0
RESOLUTION APPROVING THE TEMPORARY SUPPLEMENTAL COMPENSATION FOR EXECUTIVE DIRECTOR (ACTING).

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.4 dated November 1, 2012, ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, that Board hereby approves the temporary supplemental compensation of six (6%) to DEBORAH ALE FLINT, for performing the necessary duties and acting with the authority of the Executive Director during his absence; and be it

FURTHER RESOLVED, that in acting upon the matters contained herein, 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 materials and in testimony received.

At the regular meeting held on November 1, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Parker, Uno, Yee and President Gonzales - 6
Excused: Commissioner Head - 1
Noes: 0
RESOLUTION RATIFYING AND APPROVING RETENTION OF SPECIAL COUNSEL.

RESOLVED, that the Board of Port Commissioners hereby ratifies and approves the continued retention of the FARELLA, BRAUN + MARTEL law firm, 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 Oakland Army Base matter in an amount disclosed to the Board, including the Phase 1 Railyard project; and be it

FURTHER RESOLVED, that the Board of Port Commissioners hereby ratifies and approves the retention of a total of two (2) or three (3) mid/senior level associates from the following law firms: Wendel, Rosen, Black and Dean; Fitzgerald, Abbott & Beardsley; Gordon-Creed, Kelly, Holl & Sugerman and Schnader, Harrison, Segal & Lewis pursuant to the provisions of Section 6.05 of Port Ordinance No. 867, to render expert assistance to the Port Attorney in connection with routine matters in the amount disclosed to the Board; and be it

FURTHER RESOLVED, that the Board of Port Commissioners hereby ratifies and approves the compensation of and reimbursement for out-of-pocket expenses incurred by said Special Counsel to be made from time to time as approved by the Port Attorney.

At the regular meeting held on November 15, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
RESOLUTION FINDING AND DETERMINING THAT A PROPOSED AGREEMENT WITH
HITACHI CONSULTING CORPORATION AT A MAXIMUM COMPENSATION
DISCLOSED AND DESCRIBED TO THE BOARD OF PORT COMMISSIONERS
(“BOARD”) FOR ENTERPRISE RESOURCE PLANNING (“ERP”) CONSULTING
SERVICES CONSTITUTES PROFESSIONAL, TECHNICAL AND SPECIALIZED
SERVICES THAT ARE TEMPORARY IN NATURE, WAIVING STANDARD BIDDING
PROCEDURES AND AUTHORIZING EXECUTION OF AGREEMENT.

WHEREAS, the Board has reviewed and evaluated Agenda Report Item No.
2.1, dated November 15, 2012 (“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; now, therefore, be it

RESOLVED, 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
be it

FURTHER RESOLVED, that based upon the information contained in the
Agenda Report, the Board hereby finds and determines that the proposed
agreement with HITACHI CONSULTING CORPORATION for ERP support and related
activities 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 HITACHI CONSULTING
CORPORATION without standard bidding and standard competitive bidding
procedures are waived; and be it
FURTHER RESOLVED, that the Board hereby approves and authorizes the Executive Director of the Port ("Executive Director") to execute for and on behalf of the Board said agreement, upon terms and conditions consistent with the Agenda Report and providing that HITACHI CONSULTING CORPORATION shall be compensated for such services, including costs of miscellaneous reimbursable expenses, at a maximum compensation that shall not exceed an amount disclosed and described to the Board; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on November 15, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Parker, Uno and Yee - 5
Excused: Commissioner Head - 1
Noes: President Gonzales - 1
BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND

RESOLUTION NO. 12-146

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AGREEMENTS WITH KINDER MORGAN, EAST BAY MUNICIPAL UTILITY DISTRICT, PACIFIC GAS AND ELECTRIC COMPANY, AND AMERICAN TELEPHONE AND TELEGRAPH COMPANY FOR PLANNING, ENGINEERING DESIGN AND CONSTRUCTION SERVICES FOR PURPOSE OF RELOCATING THEIR UTILITY EQUIPMENT IN CONFLICT WITH THE OUTER HARBOR INTERMODAL TERMINAL ("OHT") RAILYARD PHASE 1 PROJECT, IN AN AMOUNT NOT TO EXCEED $5,000,000.00.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Board Agenda Report Item No. 2.2, dated November 15, 2012 (the "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; now, therefore, be it

RESOLVED, 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 be it

FURTHER RESOLVED, that the Board hereby approves and authorizes the execution for and on behalf of the Board of agreements with Kinder Morgan, East Bay Municipal Utility District, Pacific Gas and Electric Company, and American Telephone and Telegraph Company for planning, engineering design and construction services for purpose of relocating, strengthening, or otherwise protecting their utility equipment in conflict with the OHT Railyard, Phase 1 project and entering into any short-term rights of entry, licenses, or temporary construction easements (not to exceed 12 months) associated therewith in an aggregate amount not to exceed $5,000,000.00; and be it
FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on November 15, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Parker, Uno, Yee and President Gonzales - 6
Excused: Commissioner Head - 1
Noes: 0
RESOLUTION APPROVING AMENDMENTS TO REIMBURSEMENT AGREEMENTS WITH JPMORGAN CHASE BANK, NATIONAL ASSOCIATION ("JPMORGAN") AND WELLS FARGO BANK, NATIONAL ASSOCIATION ("WELLS FARGO") RELATED TO LETTERS OF CREDIT PROVIDED BY JPMORGAN AND WELLS FARGO AND CERTAIN OTHER ACTIONS RELATING THERETO.

WHEREAS, the Board of Port Commissioners of the City of Oakland, California ("Board") is authorized by Section 706(24) of the Charter of the City of Oakland to provide for financing of Port of Oakland ("Port") facilities through the issuance and sale of debt instruments, including Commercial Paper Notes (the "Notes"), payable exclusively from revenues and other assets of the Port; and

WHEREAS, Ordinance No. 2858, adopted by the Board on February 21, 1989 (the "Procedural Ordinance"), provides that the debt instruments shall be issued and sold in such manner and upon such terms and conditions, and contain such provisions and covenants, as the Board shall fix and establish; and

WHEREAS, the Board anticipates the need for certain capital improvements ("Improvements") and has determined that it is in the best interests of the Port to provide funds for the Improvements through issuance of the Notes, the proceeds of which Notes may also be used to pay costs of issuance of said Notes and to pay for one or more related liquidity facilities, including but not limited to letters of credit issued by a bank or banks; and

WHEREAS, the Board has previously authorized the issuance of Port of Oakland Commercial Paper Notes in an aggregate total amount outstanding not to exceed $300 million (the "Commercial Paper Program"), and to enter into related credit facilities, pursuant to various Board Resolutions, including Board Resolution No. 99359, adopted by the Board on August 31, 1999, and Board Resolution No. 98375, adopted by the Board on September 15, 1998, as amended by Board Resolution No. 02429, adopted by the Board on December 17, 2002 and by Board Resolution No. 05195, adopted by the Board on July 5, 2005, and by Board Resolution No. 10-74, adopted by the Board on June 22, 2010; and
WHEREAS, there is currently outstanding approximately $78 million in Notes issued pursuant to the Commercial Paper Program, and there are currently existing two credit facilities with respect to said Commercial Paper Program, consisting of: (i) a Reimbursement Agreement dated as of August 1, 2010 (the “Wells Fargo Reimbursement Agreement”) with Wells Fargo Bank, National Association (“Wells Fargo”) with respect to the Notes designated as “Port of Oakland, California Commercial Paper Notes, Series A (Exempt Facility),” “Port of Oakland, California Commercial Paper Notes, Series B (Governmental),” and “Port of Oakland, California Commercial Paper Notes, Series C (Taxable),” (the “ABC Notes”), all issued pursuant to the Trust Indenture dated as of October 1, 1998 (as amended, the “1998 Indenture”) by and between the Board and U.S. Bank National Association (as successor-in-interest to U.S. Bank Trust National Association), as trustee (“Trustee”), which facility expires on August 2, 2013 and has an original Stated Amount (as defined in the 1998 Indenture) of no more than $150 million in principal amount of the ABC Notes, plus applicable coverage for interest; and (ii) a Reimbursement Agreement dated as of August 1, 2010, as amended by a First Amendment to Reimbursement Agreement dated as of May 21, 2012 (the “JPMorgan Reimbursement Agreement” and, together with the Wells Fargo Reimbursement Agreement, the “Reimbursement Agreements”) with JPMorgan Chase Bank, National Association (“JPMorgan,” and together with Wells Fargo, the “Banks”) with respect to the Notes designated as “Port of Oakland, California Commercial Paper Notes, Series D (Exempt Facility),” “Port of Oakland, California Commercial Paper Notes, Series E (Governmental),” and “Port of Oakland, California Commercial Paper Notes, Series F (Taxable)” (the “DEF Notes”), all issued pursuant to the Trust Indenture dated as of September 1, 1999 (the “1999 Indenture,” and together with the 1998 Indenture, the “Indentures”) by and between the Board and the Trustee, which facility expires on August 1, 2014 and has an original Stated Amount (as defined in the 1999 Indenture) of no more than $50 million in principal amount of the DEF Notes, plus applicable coverage for interest; and

WHEREAS, the Board wishes to amend the Reimbursement Agreements to clarify provisions thereof related to the sale or encumbrance of Port facilities; and

WHEREAS, in connection therewith, there has been presented to this Board the forms of a First Amendment to Reimbursement Agreement by and between the Board and Wells Fargo (the “Wells Fargo Amendment”) with respect to the Wells Fargo Reimbursement Agreement and a Second Amendment to Reimbursement Agreement by and between the Board and JPMorgan (the “JPMorgan Amendment”) with respect to the JPMorgan Reimbursement Agreement; and

WHEREAS, such documents appear to be in appropriate form and the terms are satisfactory to the Board, and the Board has determined that it is in the best interest of the Port to execute and deliver the Wells Fargo Amendment and the JPMorgan Amendment; and
WHEREAS, the Board has reviewed and evaluated the Agenda Report dated November 15, 2012, Item 3.2 (the "Agenda Report") and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment.

NOW, THEREFORE, BE IT RESOLVED by the Board as follows:

1. Recitals. The Board hereby finds and declares that the foregoing recitals are true and correct.

2. Approval of Wells Fargo Amendment and JPMorgan Amendment; Authorization for Execution. The forms, terms and provisions of the Wells Fargo Amendment and JPMorgan Amendment (collectively, the "Amendments") are in all respects approved, and any one or more of the President of the Board, any Vice President of the Board, the Executive Director or her designee, the Deputy Executive Director or her designee, or the Chief Financial Officer or her designee (the Executive Director, Deputy Executive Director or Chief Financial Officer of the Board or the authorized designee of any such officer being referred to as an "Authorized Board Representatives"), are hereby authorized, empowered and directed to execute and deliver the Amendments, including counterparts thereof, in the name and on behalf of the Board, subject to the approval of the Port Attorney or his or her authorized designee. The Amendments, as executed and delivered, shall be substantially in the forms now before this meeting and hereby approved, with such changes therein as shall be approved by the officer or officers of the Port executing the same and by the Port Attorney or his or her authorized designee. The execution of the Amendments shall constitute conclusive evidence of the Board's approval of any and all changes or revisions therein from the forms of the Amendments now before this meeting, and from and after the execution and delivery of the Amendments, the officers, agents and employees of the Board are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Amendments.

3. Additional Authorization. The President and any Vice President of the Board, any Authorized Board Representative and all officers, agents and employees of the Board, for and on behalf of the Board, are hereby authorized and directed to do any and all things necessary or advisable to effect the execution and delivery of the Amendments and any supplements or updates thereto, and to carry out the terms thereof. Said officers and other persons are further authorized and directed, for and on behalf of the Board, to execute and deliver all papers, documents, certificates, notices and other instruments that may be required or advisable in order to carry out the authority conferred by or contemplated in this Resolution.
4. **Severability.** The provisions of this Resolution are hereby declared to be severable and, if any section, phrase or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions hereof.

5. **Effective Date.** The effective date of this Resolution shall be its date of adoption.

6. **Ratification.** Any and all acts and things heretofore taken or done by any Authorized Board Representative or any other officer or agent of the Board or their representatives in furtherance of the resolutions set forth herein are hereby ratified, adopted, confirmed and approved in their entirety.

7. **Resolution Not Evidence of Contract.** 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. This Resolution approves and authorizes the execution of agreements in accordance with the terms of this Resolution. 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 the other contracting party, there shall be no valid or effective agreement.

8. **Independent Judgment.** In acting upon the matters contained herein, 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.

At the regular meeting held on November 15, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Parker, Uno, Yee and President Gonzales - 6
Excused: Commissioner Head - 1
Noes: 0

285353
RESOLUTION NO. 12-148

RESOLUTION FINDING AND DETERMINING THAT IT IS IN THE BEST INTEREST OF THE PORT OF OAKLAND ("PORT") TO WAIVE COMPETITIVE BIDDING AND TO ESTABLISH CONTRACT PURCHASE AGREEMENTS ("CPAs") FOR FISCAL YEAR 2012-2013 AND AUTHORIZING THE EXECUTIVE DIRECTOR OF THE PORT OF OAKLAND ("EXECUTIVE DIRECTOR") TO EXECUTE CPAs AND RE-ALLOCATE AMOUNTS AS NECESSARY IN AN AGGREGATE AMOUNT NOT TO EXCEED $3,444,000.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item 3.3 dated November 15 2012 ("Agenda Report") and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; now, therefore be it

RESOLVED, 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 Sheet, and in related agenda materials and in testimony received; and be it

FURTHER RESOLVED, that Board hereby authorizes the Executive Director to establish CPAs for the suppliers listed in the Agenda Report whose services are likely to exceed $50,000, upon terms and conditions satisfactory to the Port Attorney, in an aggregate amount not to exceed $3,444,000, without competitive bidding and that said competitive bidding is hereby waived; and be it

FURTHER RESOLVED, that the Board hereby finds and determines that approval and execution of the proposed agreements with suppliers are in the public interest for reasons of economy or better performance and will constitute agreements 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 suppliers without standard bidding and standard competitive bidding procedures are waived; and be it

FURTHER RESOLVED, that the Board finds and determines that it is in the best interest of the Port to authorize the Executive Director to further re-allocate as necessary the open market procurement authorization among the requested suppliers, in a total aggregate amount not to exceed $3,444,000, to meet operational contingencies; and be it

FURTHER RESOLVED, that 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. 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 other contracting parties, there shall be no valid or effective agreement(s).

At the regular meeting held on November 15, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Parker, Uno, and President Yee - 5
Excused: Commissioner Head and President Gonzales - 2
Noes: 0
RESOLUTION PROVIDING FOR THE PAYMENT TO THE CITY OF OAKLAND ("CITY") FOR GENERAL SERVICES PROVIDED TO THE PORT OF OAKLAND ("PORT") IN FISCAL YEAR 2011-2012 AND FOR THE REIMBURSEMENT OF CERTAIN CITY EXPENDITURES FOR LAKE MERRITT TIDELAND TRUST PURPOSES IN FISCAL YEAR 2011-12, AND MAKING CERTAIN DETERMINATIONS IN CONNECTION THEREWITH.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report dated November 15, 2012, Item 3.4 ("Agenda Report") and related materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, that the Board, subject to the terms and conditions hereinafter described, hereby authorizes the transfer from the Port Revenue Fund to the General Fund of the City a total amount not greater than $2,095,526, said transfer to be made from any funds available in the Port Revenue Fund in accordance with the Ninth purpose of Section 717(3) of the Charter of the City, subject and subordinate to all payments required by the First, Second, Third, Fourth, Fifth, Sixth, Seventh and Eighth purposes of Section 717(3) of the Charter of the City; and be it

FURTHER RESOLVED, that the Board does hereby determine that moneys, sufficient to make the $2,095,526 maximum transfer hereinafore specified, exist in said Port Revenue Fund which are not needed for any of the First through Eighth purposes of said Section 717(3) of said Charter; and be it

FURTHER RESOLVED, that the General Services payments and Lake Merritt reimbursements are conditioned upon and subject to the terms and conditions contained in the Memorandum of Understanding effective July 1, 1983 between the Board and the City of Oakland, acting by and through its City Council, as amended by the Eleventh Supplemental Agreement (General Services) effective July 1, 1993 and as amended by the Twelfth Supplemental Agreement (Lake Merritt Tidelands) effective July 1, 1993; and be it
FURTHER RESOLVED, that the action taken by this resolution does not constitute a commitment by the Board with respect to any other determination of moneys being available for the Ninth purpose of Section 717(3) of the Charter of the City; and be it

FURTHER RESOLVED, that in acting upon the matters contained herein, 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 materials and in testimony received.

At the regular meeting held on November 15, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Parker, Uno, and President Yee - 5
Excused: Commissioner Head and President Gonzales - 2
Noes: 0
RESOLUTION AUTHORIZING THE EXECUTION OF A MEMORANDUM OF AGREEMENT WITH TRANSPORTATION SECURITY ADMINISTRATION AND APPROVING A CONTRACT WITH SAIC RELATING TO THE RELOCATION OF THE CT-80 BAGGAGE SCANNING MACHINE.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.1, dated November 15, 2012 ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, that the Board hereby approves and authorizes the Executive Director to enter into a Memorandum of Agreement ("MOA") with TRANSPORTATION SECURITY ADMINISTRATION ("TSA"), to relocate a CT-80 baggage scanning machine in the Terminal 1 baggage make-up space, Oakland International Airport, as more fully set forth in the Agenda Report; and be it

FURTHER RESOLVED, that the Board hereby approves and authorizes the Executive Director to enter into a contract with SAIC, to perform the relocations of the CT-80 baggage scanning machine in the Terminal 1 baggage make-up space, Oakland International Airport for an amount disclosed to the Board, as more fully set forth in the Agenda Report; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interests of the Port to contract for services to relocate the CT-80 baggage scanning machine, without standard bidding procedures, described in Section 5 of Port Ordinance 1606, and that said standard bidding procedures are hereby waived; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of agreements in accordance with the terms of this resolution. Unless and until separate written agreements are delivered to other
contracting parties, there shall be no valid or effective agreements; and be it

**FURTHER RESOLVED**, 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.

At the regular meeting held on November 15, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Parker, Uno, Yee and President Gonzales - 6
Excused: Commissioner Head - 1
Noes: 0
RESOLUTION NO. 12-151

RESOLUTION FINDING AND DETERMINING THAT IT IS IN THE BEST INTEREST OF THE PORT OF OAKLAND ("PORT") TO CONTRACT FOR BUS FLEET MAINTENANCE SERVICE WITHOUT STANDARD COMPETITIVE BIDDING; AUTHORIZING A SIX MONTH EXTENSION FROM JANUARY 1, 2013 THROUGH JUNE 30, 2013, TO THE CONTRACTS FOR BUS FLEET MAINTENANCE WITH PENSKETRUCK LEASING COMPANY ("PENSKETRUCK") AND KELLY'S TRUCK REPAIR ("KELLY'S”); AND AUTHORIZING AND APPROVING A FISCAL YEAR 2012-2013 SPENDING AUTHORIZATION IN TOTAL AGGREGATE AMOUNTS NOT TO EXCEED $200,000 FOR PENSKETRUCK AND $314,000 FOR KELLY'S.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item No. 6.2, dated November 15, 2012 ("Agenda Report") and related agenda materials, has received the expert testimony of Port of Oakland (the "Port") staff, and has provided opportunities for and taken public comment; and

WHEREAS, on June 30, 2011, pursuant to Resolution No. 11-74, the Board authorized six (6) month extensions to the existing Bus Fleet Maintenance Agreements with Penske and Kelly’s, from July 1, 2011 through December 31, 2011; and

WHEREAS, on November 17, 2011, pursuant to Resolution No. 11-149, the Board authorized an additional six (6) month extension to the existing Bus Fleet Maintenance Agreements with Penske and Kelly’s, from January 1, 2012 through June 30, 2012; and

WHEREAS, on July 26, 2012, pursuant to Resolution No. 12-94, the Board authorized an additional three (3) month extension to the existing Bus Fleet Maintenance Agreements with Penske and Kelley’s; now, therefore be it

RESOLVED, 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 Sheet, and in related agenda materials and in testimony received; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interests of the Port to contract for Bus Fleet Maintenance Service, without standard bidding procedures, described in Section 5 of Port Ordinance 1606, and that said standard bidding procedures are hereby waived; and be it

FURTHER RESOLVED, that the Board authorizes additional six (6) month extensions from January 1, 2013 through June 30, 2013, to the contracts with both Penske and Kelly’s; and be it

FURTHER RESOLVED, that the Board approves and authorizes the a spending authorization increase to the contract with Penske in an amount not to exceed $200,000 for Fiscal Year 2012-2013; and be it

FURTHER RESOLVED, that the Board approves and authorizes the a spending authorization increase to the contract with Kelly’s in an amount not to exceed $314,000 for Fiscal Year 2012-2013; and be it

FURTHER RESOLVED, that the work under these contracts does not fall within the scope of the Port of Oakland Maritime and Aviation Project Labor Agreement (MAPLA), and the provisions of the MAPLA do not apply

FURTHER RESOLVED, that 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. 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 other contracting parties, there shall be no valid or effective agreement(s).

At the regular meeting held on November 15, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Parker, Uno, Yee and President Gonzales - 6
Excused: Commissioner Head - 1
Noes: 0
RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO ENTER INTO A
JOINT POWERS AUTHORITY AGREEMENT WITH THE CALIFORNIA STATE
ASSOCIATION OF COUNTIES EXCESS INSURANCE AUTHORITY, TO AMEND
THE AGREEMENT WITH ALLIANT INSURANCE SERVICES, INC. AND TO
ENTER INTO NEW BENEFIT AGREEMENTS.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed
and evaluated the Agenda Report Item 6.3 dated November 15, 2012,
("Agenda Report") and related materials, has received the expert
testimony of Port of Oakland ("Port") staff, and has provided
opportunities for and taken public comment; now, therefore, be it

RESOLVED, that based upon the information contained in the Agenda
Report, the Board hereby authorizes the Executive Director to enter
into a Joint Powers Authority (JPA) Agreement with the California State
Association of Counties Excess Insurance Authority (CSAC EIA) for the
opportunity to receive lower premiums for employee benefits, as more
fully set forth in the Agenda Report; and be it

FURTHER RESOLVED, that the Board hereby authorizes the Executive
Director to enter into and approve an amendment to the Agreement with
Alliant Insurance Services, Inc., as more fully set forth in the
Agenda Report; and be it

FURTHER RESOLVED, that the Board hereby authorizes the Executive
Director to enter into and approve new benefits agreements through
CSAC EIA or into individual agreements with benefits carriers based on
proposed cost savings, as more fully set forth in the Agenda Report;
and be it
FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of agreements in accordance with the terms of this resolution. For each contracting party, unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement; and be it

FURTHER RESOLVED, that in acting upon the matters contained herein, 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 materials and in testimony received.

At the regular meeting held on November 15, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Parker, Uno, Yee and President Gonzales - 6
Excused: Commissioner Head - 1
Noes: 0
RESOLUTION NO. 12-153

RESOLUTION APPROVING THE APPOINTMENT OF PORT ATTORNEY.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.4 dated November 15, 2012, ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, that DANNY WAN, be and he hereby is appointed to the position of Port Attorney, at the Salary of $235,000 per year plus applicable fringe benefits, such appointment effective December 17, 2012; and be it

FURTHER RESOLVED, that in acting upon the matters contained herein, 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 materials and in testimony received.

At the regular meeting held on November 15, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Parker, Uno, Yee and President Gonzales - 6
Excused: Commissioner Head - 1
Noes: 0

285592
RESOLUTION NO. 12-154

RESOLUTION APPROVING AND AUTHORIZING EXECUTION OF A RETIREMENT AND RELEASE AGREEMENT WITH JAMES KWON.

RESOLVED that the Board of Port Commissioners ("Board") hereby approves and authorizes the execution for and on behalf of the Board a Retirement and Release Agreement with JAMES KWON; and be it

FURTHER RESOLVED that 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. This resolution approves and authorizes the execution of a settlement agreement in accordance with the terms of this resolution. Unless and until a separate written settlement 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 the other contracting parties, there shall be no valid or effective settlement agreement.

At the regular meeting held on December 6, 2012

Passed by the following vote:

Ayes: Commissioners Hamlin, Head, Parker, Uno, Yee and President Gonzales - 6
Excused: Commissioner Butner - 1
Noes: 0
RESOLUTION NO. 12-155

RESOLUTION APPROVING BUILDING PERMIT REQUESTED BY PIEDMONT HAWTHORNE AVIATION, LLC.

RESOLVED, that in reliance upon the representations and certifications set forth upon and submitted with an application by PIEDMONT HAWTHORNE AVIATION, LLC for a building permit to perform certain work at 8517 Earhart Road, Hangar 5, Oakland, California, the Board of Port Commissioners ("Board") hereby approves same subject to said representations and certifications at an estimated cost of $1,000,000, said work and applicable conditions of Port of Oakland ("Port") approval including the following:

1) Performance of actions pursuant to the subject building permit shall be conducted in strict compliance with the terms of that certain Lease, dated November 1, 2011, between the City of Oakland, a municipal corporation, acting by and through its Board of Port Commissioners, and Piedmont Hawthorne Aviation, LLC, a Delaware limited liability company; and,

2) Upgrades to pavement adjacent to Hangar 5. The work includes replacing pavement in a ramp area of about 22,000 square feet between Hangar 5 and the Executive Terminal;

3) Replace asphalt paving in the parking area about 12,000 square feet adjacent to Hangar 5 on the ramp side;

4) Replace existing paving outside the Hangar door on the Hangar 4 side about 2500 square feet;

and be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project has been determined to be exempt from the requirements of the California Environmental Quality Act ("CEQA") pursuant to Sections 15301, Class 1 and 15302, Class 2; and be it
FURTHER RESOLVED, that (a) neither this resolution nor the Board’s approval of said work (i) is a waiver by the Board of any Port right or remedy with respect to applicant under any agreement between the Port and the applicant or with respect to any obligation of applicant, or (ii) releases applicant from any obligation with respect to said work or with respect to any agreement between the Port and applicant and (b) this resolution is not evidence of and does not create or constitute (i) a contract, or the grant of any right (other than to perform the work subject to the provisions of this resolution), entitlement or property interest, or (ii) any obligation or liability on the part of the Board or any officer or employee of the Board.

At the regular meeting held on December 6, 2012

Passed by the following vote:

Ayes: Commissioners Hamlin, Head, Parker, Uno, Yee and President Gonzales - 6
Excused: Commissioner Butner - 1
Noes: 0
RESOLUTION NO. 12-156

RESOLUTION APPROVING BUILDING PERMIT REQUESTED BY SSA MARINE — CARRIX COMPANY.

RESOLVED, that in reliance upon the representations and certifications set forth upon and submitted with an application by SSA MARINE — CARRIX COMPANY ("tenant") for a building permit to perform certain work at 1717 Middle Harbor Road, Oakland, California, the Board of Port Commissioners ("Board") hereby approves same subject to said representations and certifications at an estimated cost of $71,000, said work and applicable conditions of Port of Oakland ("Port") approval including the following:

1) Installation of a new guard booth at the entrance to the SSA Terminal;

2) Construction of foundations and connections for a prefabricated modular building, pavement work and striping for a new entrance lane within the terminal, and related electrical and plumbing work;

3) Compliance with all of the terms and conditions of any and all agreements between the Port and SSA Marine — Carrix Company, SSA Terminals, LLC and SSA Terminals (Oakland) LLC;

and be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project has been determined to be exempt from the requirements of the California Environmental Quality Act ("CEQA") pursuant to Sections 15301, 15302, and 15304(f); and be it
FURTHER RESOLVED, that (a) neither this resolution nor the Board’s approval of said work (i) is a waiver by the Board of any Port right or remedy with respect to applicant under any agreement between the Port and the applicant or with respect to any obligation of applicant, or (ii) releases applicant from any obligation with respect to said work or with respect to any agreement between the Port and applicant and (b) this resolution is not evidence of and does not create or constitute (i) a contract, or the grant of any right (other than to perform the work subject to the provisions of this resolution), entitlement or property interest, or (ii) any obligation or liability on the part of the Board or any officer or employee of the Board.

At the regular meeting held on December 6, 2012

Passed by the following vote:

Ayes: Commissioners Hamlin, Head, Parker, Uno, Yee and President Gonzales - 6
Excused: Commissioner Butner - 1
Noes: 0
RESOLVED, that in reliance upon the representations and certifications set forth upon and submitted with an application by ALASKA AIRLINES, INC. ("tenant") for a building permit to perform certain work at 1 Airport Drive, Terminal 1, Oakland, California, the Board of Port Commissioners ("Board") hereby approves same subject to said representations and certifications at an estimated cost of $15,000, said work and applicable conditions of Port of Oakland ("Port") approval including the following:

1) Relocation of Alaska Airlines I Ticket Machines ("ITM’s");

2) Relocation of four ITM’s from the ticket counter to the window wall into new kiosk;

3) Installation of new scales at the ITM’s;

4) Repair of the ticket counter and related electrical work;

5) Compliance with all of the terms and conditions of Alaska Airlines, Inc.’s Space/Use Permit, Airline Operating Agreement and other applicable agreements with the Port;

and be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project has been determined to be exempt from the requirements of the California Environmental Quality Act ("CEQA") pursuant to Section 15301, Class 1; and be it
FURTHER RESOLVED, that (a) neither this resolution nor the Board’s approval of said work (i) is a waiver by the Board of any Port right or remedy with respect to applicant under any agreement between the Port and the applicant or with respect to any obligation of applicant, or (ii) releases applicant from any obligation with respect to said work or with respect to any agreement between the Port and applicant and (b) this resolution is not evidence of and does not create or constitute (i) a contract, or the grant of any right (other than to perform the work subject to the provisions of this resolution), entitlement or property interest, or (ii) any obligation or liability on the part of the Board or any officer or employee of the Board.

At the regular meeting held on December 6, 2012

Passed by the following vote:

Ayes: Commissioners Hamlin, Head, Parker, Uno, Yee and President Gonzales - 6
Excused: Commissioner Butner - 1
Noes: 0
BOARD OF PORT COMMISSIONERS
CITY OF OAKLAND

RESOLUTION NO. 12-158

RESOLUTION APPROVING AND AUTHORIZING EXECUTION OF A SETTLEMENT AND RELEASE AGREEMENT WITH GENERAL INSURANCE COMPANY CONCERNING THE EAST BASIN MARINA/PARCEL F LITIGATION.

RESOLVED, that the Board of Port Commissioners ("Board") hereby approves and authorizes the Executive Director to execute for and on behalf of the Board a Settlement and Release Agreement with General Insurance Company concerning the East Basin Marina/Parcel F litigation; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. 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 the other contracting parties, there shall be no valid or effective agreement.

At the regular meeting held on December 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0

286623
RESOLUTION NO. 12-159

RESOLUTION APPROVING AND AUTHORIZING EXECUTION OF
A SETTLEMENT AGREEMENT AND PARTIAL RELEASE WITH
RESPECT TO JACK LONDON SQUARE DEVELOPMENT PARCELS
C (SITE A), D, E, AND F, WITH ZURICH AMERICAN
INSURANCE COMPANY.

RESOLVED, that the Board of Port Commissioners ("Board") hereby
approves and authorizes the Executive Director to execute for and on
behalf of the Board a Settlement Agreement And Partial Release With
Respect to Jack London Square Development Parcels C (Site A), D, E and
F with Zurich American Insurance Company; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of an
agreement in accordance with the terms of this resolution. 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 the other
contracting parties, there shall be no valid or effective agreement.

At the regular meeting held on December 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and
President Gonzales - 7
Noes: 0
RESOLUTION NO. 12-160

RESOLUTION APPROVING BUILDING PERMIT REQUESTED BY FEDERAL EXPRESS.

RESOLVED, that in reliance upon the representations and certifications set forth upon and submitted with an application by FEDERAL EXPRESS ("tenant") for a building permit to perform certain work at Air Cargo Road at Sally Ride Way, Oakland, California, the Board of Port Commissioners ("Board") hereby approves same subject to said representations and certifications at an estimated cost of $20,000, said work and applicable conditions of Port of Oakland ("Port") approval including the following:

1) Installation of approximately 200 lineal feet of sidewalk along Air Cargo Road connecting the existing sidewalk of the entrance to the new security building on Sally Ride Way;

2) Compliance with all of the terms and conditions of Federal Express’ agreements with the Port;

and be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project has been determined to be exempt from the requirements of the California Environmental Quality Act ("CEQA") pursuant to Section 15301, Class 1; and be it
FURTHER RESOLVED, that (a) neither this resolution nor the Board’s approval of said work (i) is a waiver by the Board of any Port right or remedy with respect to applicant under any agreement between the Port and the applicant or with respect to any obligation of applicant, or (ii) releases applicant from any obligation with respect to said work or with respect to any agreement between the Port and applicant and (b) this resolution is not evidence of and does not create or constitute (i) a contract, or the grant of any right (other than to perform the work subject to the provisions of this resolution), entitlement or property interest, or (ii) any obligation or liability on the part of the Board or any officer or employee of the Board.

At the regular meeting held on December 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
RESOLVED, that in reliance upon the representations and certifications set forth upon and submitted with an application by T-MOBILE ("tenant") for a building permit to perform certain work at Air Cargo Road at 1 Airport Drive, Oakland, California, the Board of Port Commissioners ("Board") hereby approves same subject to said representations and certifications at an estimated cost of $10,000, said work and applicable conditions of Port of Oakland ("Port") approval including the following:

1) Relocation of an existing antenna from Building #M102 to the connector building;

2) Installation of an additional new antenna on the connector building;

3) Compliance with all of the terms and conditions of T-Mobile's agreements with the Port;

and be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project has been determined to be exempt from the requirements of the California Environmental Quality Act ("CEQA") pursuant to Section 15301, Class 1; and be it
FURTHER RESOLVED, that (a) neither this resolution nor the Board’s approval of said work (i) is a waiver by the Board of any Port right or remedy with respect to applicant under any agreement between the Port and the applicant or with respect to any obligation of applicant, or (ii) releases applicant from any obligation with respect to said work or with respect to any agreement between the Port and applicant and (b) this resolution is not evidence of and does not create or constitute (i) a contract, or the grant of any right (other than to perform the work subject to the provisions of this resolution), entitlement or property interest, or (ii) any obligation or liability on the part of the Board or any officer or employee of the Board.

At the regular meeting held on December 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
RESOLUTION FINDING AND DETERMINING THAT A PROPOSED AGREEMENT WITH THE SELECTED CONSULTANT FOR THE SANITARY SEWER IMPROVEMENT PROJECT FOR PHASE 3, AT A MAXIMUM COMPENSATION NOT TO EXCEED $350,000 FOR CONSULTING SERVICES CONSTITUTES PROFESSIONAL, TECHNICAL AND SPECIALIZED SERVICES THAT ARE TEMPORARY IN NATURE, WAIVING STANDARD BIDDING PROCEDURES AND AUTHORIZING EXECUTION OF AGREEMENT.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item No. 6.1, dated December 20, 2012 ("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; now, therefore, be it

RESOLVED, 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 be it

RESOLVED, that the Board hereby finds and determines that the proposed professional services agreement with the consultant selected through receipt of informal proposal ("Selected Consultant") for consulting services associated with the Sanitary Sewer Improvements (Phase 3) 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 the Selected Consultant without competitive bidding and formal competitive bidding requirements are waived; and be it
FURTHER RESOLVED, that the Board hereby approves and authorizes the Executive Director of the Port ("Executive Director") to execute for and on behalf of the Board said agreement, upon terms and conditions consistent with the Agenda Report and providing that the Selected Consultant shall be compensated for such services, including costs of miscellaneous reimbursable expenses, at a maximum compensation that shall not exceed $350,000; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on December 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Parker, Uno, Yee and President Head - 6
Excused: President Gonzales - 1
Noes: 0
RESOLUTION NO. 12-163

RESOLUTION AUTHORIZING THE PROJECT FOR DESIGN-BUILD OF LIFT STATION #5, OAKLAND INTERNATIONAL AIRPORT; AUTHORIZING THE DIRECTOR OF ENGINEERING OF THE PORT OF OAKLAND ("DIRECTOR OF ENGINEERING") TO APPROVE THE PROJECT MANUAL AND PLANS; CALLING FOR BIDS THEREFOR; AND AUTHORIZING THE EXECUTIVE DIRECTOR OF THE PORT OF OAKLAND ("EXECUTIVE DIRECTOR") TO AWARD A CONTRACT TO THE LOWEST RESPONSIBLE RESPONSIVE BIDDER IN TOTAL AGGREGATE AMOUNT NOT TO EXCEED $1,600,000.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Board Agenda Report Item No. 6.1, dated December 20, 2012 ("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; now, therefore, be it

RESOLVED, 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 be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to authorize the project for Design-Build of Lift Station #5, Oakland International Airport ("OIA"), Oakland, California ("Lift Station #5"); and be it

FURTHER RESOLVED, that the Director of Engineering or his designee is authorized to approve the project manual and plans for Lift Station #5 in advance of construction, pursuant to Government Code Section 830.6; and be it
FURTHER RESOLVED, that the Secretary of the Board is hereby authorized to advertise for four consecutive days in the official newspaper of the City of Oakland for sealed bids for the project not less than ten calendar days prior to the date set for receiving said bids; and be it

FURTHER RESOLVED, that the provisions of the Maritime and Aviation Project Labor Agreement ("MAPLA") apply to the Lift Station #5; and be it

FURTHER RESOLVED, that the Board hereby approves and authorizes the Executive Director to award a contract to the lowest responsible, responsive bidder, based upon the receipt of formal sealed bids, for Lift Station #5, in a total aggregate amount not to exceed $1,600,000; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report the Board hereby authorizes the rejection of all other bids received for Lift Station #5, and directs that securities accompanying said bids shall be returned to the respective bidders; and be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project is categorically exempt from the California Environmental Quality Act ("CEQA") and Port CEQA Guidelines pursuant to Section 150301(d), which addresses repair, maintenance or minor alternation of existing public or private structures, and Section 15302(c), which addresses the replacement or reconstruction of existing utility systems; and be it

FURTHER RESOLVED, pursuant to Port Ordinance 1606, Section 22, the Board finds and determines it to be in the Port's best interest to delegate to the Executive Director, and hereby delegates to the Executive Director, the authority to finally resolve bid protests in connection with this project; and be it

FURTHER RESOLVED, that a bond for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and materials furnished and for amounts due under the Unemployment Insurance Code, each in the amount of one hundred percent (100%) of the contract price shall be provided by the Contractor as prescribed by applicable laws and regulations and the contract specifications; and be it

FURTHER RESOLVED, that the procedure prescribed by applicable laws, regulations and the contract specifications shall be taken for the execution of said contract; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of a contract in accordance with the terms of this resolution. Unless and until a separate written contract 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 contract.

At the regular meeting held on December 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Parker, Uno, Yee and President Head - 6
Excused: President Gonzales - 1
Noes: 0
RESOLUTION AUTHORIZING THE PROJECT FOR CONSTRUCTION OF LIFT STATION #1, OAKLAND INTERNATIONAL AIRPORT; AUTHORIZING THE DIRECTOR OF ENGINEERING OF THE PORT OF OAKLAND ("DIRECTOR OF ENGINEERING") TO APPROVE THE PROJECT MANUAL AND PLANS; CALLING FOR BIDS THEREFOR; AND AUTHORIZING THE EXECUTIVE DIRECTOR OF THE PORT OF OAKLAND ("EXECUTIVE DIRECTOR") TO AWARD A CONTRACT TO THE LOWEST RESPONSIBLE RESPONSIVE BIDDER IN TOTAL AGGREGATE AMOUNT NOT TO EXCEED $360,000.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Board Agenda Report Item No. 6.1, dated December 20, 2012 ("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; now, therefore, be it

RESOLVED, 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 be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to authorize the project for Construction of Lift Station #1, Oakland International Airport ("OIA"), Oakland, California ("Lift Station #1"); and be it

FURTHER RESOLVED, that the Director of Engineering or his designee is authorized to approve the project manual and plans for Lift Station #1 in advance of construction, pursuant to Government Code Section 830.6; and be it
FURTHER RESOLVED, that the Secretary of the Board is hereby authorized to advertise for four consecutive days in the official newspaper of the City of Oakland for sealed bids for the project not less than ten calendar days prior to the date set for receiving said bids; and be it

FURTHER RESOLVED, that the provisions of the Maritime and Aviation Project Labor Agreement ("MAPLA") apply to the Lift Station #1; and be it

FURTHER RESOLVED, that the Board hereby approves and authorizes the Executive Director to award a contract to the lowest responsible, responsive bidder, based upon the receipt of formal sealed bids, for Lift Station #1, in a total aggregate amount not to exceed $360,000; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report the Board hereby authorizes the rejection of all other bids received for Lift Station #1, and directs that securities accompanying said bids shall be returned to the respective bidders; and be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project is categorically exempt from the California Environmental Quality Act ("CEQA") and Port CEQA Guidelines pursuant to Section 150301(d), which addresses repair, maintenance or minor alternation of existing public or private structures, and Section 15302(c), which addresses the replacement or reconstruction of existing utility systems; and be it

FURTHER RESOLVED, that pursuant to Port Ordinance 1606, Section 22, the Board finds and determines it to be in the Port's best interest to delegate to the Executive Director, and hereby delegates to the Executive Director, the authority to finally resolve bid protests in connection with this project; and be it

FURTHER RESOLVED, that a bond for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and materials furnished and for amounts due under the Unemployment Insurance Code, each in the amount of one hundred percent (100%) of the contract price shall be provided by the Contractor as prescribed by applicable laws and regulations and the contract specifications; and be it

FURTHER RESOLVED, that the procedure prescribed by applicable laws, regulations and the contract specifications shall be taken for the execution of said contract; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of a contract in accordance with the terms of this resolution. Unless and until a separate written contract 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 contract.

At the regular meeting held on December 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Parker, Uno, Yee and President Head - 6
Excused: President Gonzales - 1
Noes: 0
RESOLUTION AUTHORIZING THE PROJECT FOR WATER PIPELINE AND PHASE 1 SANITARY SEWER IMPROVEMENTS, OAKLAND INTERNATIONAL AIRPORT; AUTHORIZING THE DIRECTOR OF ENGINEERING OF THE PORT OF OAKLAND ("DIRECTOR OF ENGINEERING") TO APPROVE THE PROJECT MANUAL AND PLANS; CALLING FOR BIDS THEREFOR; AND AUTHORIZING THE EXECUTIVE DIRECTOR OF THE PORT OF OAKLAND ("EXECUTIVE DIRECTOR") TO AWARD A CONTRACT TO THE LOWEST RESPONSIBLE RESPONSIVE BIDDER IN TOTAL AGGREGATE AMOUNT NOT TO EXCEED $1,240,000.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Board Agenda Report Item No. 6.1, dated December 20, 2012 ("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; now, therefore, be it

RESOLVED, 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 be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to authorize the project for Water Pipeline and Phase 1 Sewer Improvements, Oakland International Airport ("OIA"), Oakland, California ("Water Pipeline/Phase 1 Sewer Improvements"); and be it

FURTHER RESOLVED, that the Director of Engineering or his designee is authorized to approve the project manual and plans for Water Pipeline/Phase 1 Sewer Improvements in advance of construction, pursuant to Government Code Section 830.6; and be it
FURTHER RESOLVED, that the Secretary of the Board is hereby authorized to advertise for four consecutive days in the official newspaper of the City of Oakland for sealed bids for the project not less than ten calendar days prior to the date set for receiving said bids; and be it

FURTHER RESOLVED, that the provisions of the Maritime and Aviation Project Labor Agreement ("MAPLA") apply to the Water Pipeline/Phase 1 Sewer Improvements; and be it

FURTHER RESOLVED, that the Board hereby approves and authorizes the Executive Director to award a contract to the lowest responsible, responsive bidder, based upon the receipt of formal sealed bids, for Water Pipeline/Phase 1 Sewer Improvements, in a total aggregate amount not to exceed $1,240,000; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report the Board hereby authorizes the rejection of all other bids received for Water Pipeline/Phase 1 Sewer Improvements, and directs that securities accompanying said bids shall be returned to the respective bidders; and be it

FURTHER RESOLVED, that the Board hereby finds and determines that this project is categorically exempt from the California Environmental Quality Act ("CEQA") and Port CEQA Guidelines pursuant to Section 150301(d), which addresses repair, maintenance or minor alternation of existing public or private structures, and Section 15302(c), which addresses the replacement or reconstruction of existing utility systems; and be it

FURTHER RESOLVED, that pursuant to Port Ordinance 1606, Section 22, the Board finds and determines it to be in the Port’s best interest to delegate to the Executive Director, and hereby delegates to the Executive Director, the authority to finally resolve bid protests in connection with this project; and be it

FURTHER RESOLVED, that a bond for the faithful performance of the work, and a bond to guarantee the payment of all claims for labor and materials furnished and for amounts due under the Unemployment Insurance Code, each in the amount of one hundred percent (100%) of the contract price shall be provided by the Contractor as prescribed by applicable laws and regulations and the contract specifications; and be it

FURTHER RESOLVED, that the procedure prescribed by applicable laws, regulations and the contract specifications shall be taken for the execution of said contract; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of a contract in accordance with the terms of this resolution. Unless and until a separate written contract 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 contract.

At the regular meeting held on December 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Parker, Uno, Yee and President Head - 6
Excused: President Gonzales - 1
Noes: 0
RESOLUTION NO. 12-166

RESOLUTION APPROVING AND AUTHORIZING A BUDGET INCREASE OF $4,155,000 FOR UTILITY IMPROVEMENTS AT THE OAKLAND INTERNATIONAL AIRPORT (OIA) AND RATIFYING BUDGET ALLOCATION FOR LIFT STATION #7.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated the Agenda Report Item 6.1 dated December 20, 2012 ("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, on April 26, 2011, pursuant to Resolution No. 11-40, the Board authorized a project budget for fiscal year 2012-2013 in the total aggregate amount not to exceed $2,145,000 for Utility Improvements at OIA; now therefore be it

RESOLVED, 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 Sheet, and in related agenda materials and in testimony received; and be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to approve an increase of $4,155,000 to the budget authorization for fiscal year 2012-13, for Utility Improvements at OIA for a total project budget authorization amount not to exceed $6,300,000; and be it
FURTHER RESOLVED, that the breakdown for the budget authorization is as follows: Water System Master Plan, $605,000; Water Pipeline Improvements, $1,810,000; Sanitary Sewer Improvements - Phase 1, $559,000; Sanitary Sewer Improvements - Phase 2, $2,822,000; Sanitary Sewer Improvements - Phase 3, $504,000; and be it

FURTHER RESOLVED, that the Board hereby approves and ratifies the budget allocation, in an amount not to exceed $240,000, for an emergency change order issued under the contract with Turner Construction Company for the design-build modifications on Lift Station #7, OIA; and be it

FURTHER RESOLVED, that 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.

At the regular meeting held on December 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Parker, Uno, Yee and President Head - 6
Excused: President Gonzales - 1
Noes: 0
RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO: (1) APPROVE A BUDGET IN THE AMOUNT NOT TO EXCEED $1,780,000 FOR THE INSTALLATION OF AN FAA ATC VIDEO MONITORING SYSTEM AT THE OAKLAND INTERNATIONAL AIRPORT; (2) AUTHORIZE SOLE SOURCE PROCUREMENT AND INSTALLATION OF THE VIDEO MONITORING EQUIPMENT FROM SEARIDGE TECHNOLOGIES WITHOUT COMPETITIVE BIDDING AT AN AMOUNT DISCLOSED TO THE BOARD; AND (3) ENTER INTO AN AGREEMENT WITH LANDRUM & BROWN FOR CONSULTING SUPPORT SERVICES AT A MAXIMUM COMPENSATION OF $507,200 WHICH CONSTITUTES PROFESSIONAL, TECHNICAL AND SPECIALIZED SERVICES THAT ARE TEMPORARY IN NATURE, WAIVING STANDARD BIDDING PROCEDURES AND AUTHORIZING EXECUTION OF AGREEMENT.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item No. 6.2, dated December 20, 2012 ("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; now, therefore, be it

RESOLVED, 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 be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to enter into a procurement agreement with SEARIDGE TECHNOLOGIES, INC. for purchase of a Federal Aviation Administration ("FAA") Air Traffic Control ("ATC") video monitoring system at the Oakland Airport, as described in the Agenda Report, without standard bidding procedures and that said standard bidding procedures are hereby waived; and be it

FURTHER RESOLVED, that the Board hereby approves and authorizes the execution for and on behalf of the Board of said Agreement, upon terms and conditions consistent with the Agenda Report and providing that SEARIDGE TECHNOLOGIES, INC. shall be compensated at a maximum compensation that shall not exceed an amount disclosed to the Board; and be it
FURTHER RESOLVED, that the Executive Director authorizes a budget for an amount not to exceed $1,780,000 to implement the procurement and installation of the FAA ATC video monitoring system; and be it

FURTHER RESOLVED that pursuant to Port Ordinance No. 1606, Section 22, the Board finds and determines it to be in the Port's best interest to delegate to the Executive Director of the Port ("Executive Director"), and hereby delegates to the Executive Director, the authority to finally resolve bid protests in connection with this project; and be it

FURTHER RESOLVED, that the Board hereby approves and authorizes the Executive Director to execute for and on behalf of the Board an agreement with LANDRUM & BROWN for consulting support services, upon terms and conditions consistent with the Agenda Report and providing that LANDRUM & BROWN shall be compensated for such services, including costs of miscellaneous reimbursable expenses, at a maximum compensation that shall not exceed $507,200 and 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 LANDRUM & BROWN without standard bidding and standard competitive bidding procedures are waive; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on December 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
RESOLUTION NO. 12-168

RESOLUTION ALLOWING PORT OF OAKLAND EMPLOYEES TO CONTRIBUTE THEIR EMPLOYEE CONTRIBUTION TO THE CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM THROUGH PRE-TAX PAYROLL DEDUCTION.

WHEREAS, the City of Oakland, acting by and through its Board of Port Commissioners ("Board"), has reviewed and evaluated the Agenda Report dated December 20, 2012, Item 6.4 ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; and

WHEREAS, under the California Public Employees' Pension Reform Act of 2013 ("PEPRA"), all new members hired on or after January 1, 2013 are required to contribute at least fifty percent (50%) of the total normal cost of their pension benefits as determined by the actuary and employers may not pay any of the required employee contribution; and

WHEREAS, from time to time, employees may be required to make employee contributions to the California Public Employees' Retirement System ("CalPERS") by means of payroll deductions; and

WHEREAS, on September 18, 1985, the Board of Administration of CalPERS adopted a resolution to implement Section 414(h)(2) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the Internal Revenue Service stated in December of 1985 that the implementation of the provisions of Section 414(h)(2) pursuant to such resolution would satisfy the legal requirements of Section 414(h)(2) of the Code; and

WHEREAS, the Port of Oakland has the authority to implement the provisions of Section 414(h)(2) of the Code; and

WHEREAS, the Port of Oakland has determined that even though the implementation of the provisions of Section 414(h)(2) of the Code is not required by law, the tax benefit offered by Section 414(h)(2) should be provided to its employees who are members of CalPERS; and
WHEREAS, the Port of Oakland elects to participate in the pre-tax payroll deduction plan for all employees; and

NOW, THEREFORE, BE IT RESOLVED,

1. That the Port of Oakland will implement the provisions of Section 414(h)(2) of the Code by making those contributions to CalPERS that are deducted from the salary of employees and credited to individual employees’ accounts pursuant to California Government Code Section 20691 ("Employee Contributions") to CalPERS on behalf of its employees who are members of CalPERS;

2. That such contributions made by the Port of Oakland to CalPERS, although designated as Employee Contributions, are being paid by the Port of Oakland in lieu of contributions by the employees who are members of CalPERS;

3. That employees shall not have the option of choosing to receive the contributed amounts directly instead of having them paid by the Port of Oakland to CalPERS;

4. That the Port of Oakland shall pay to CalPERS the contributions designated as Employee Contributions from the same source of funds as used in paying salary;

5. That the amount of the contributions designated as Employee Contributions and paid by the Port of Oakland to CalPERS on behalf of an employee shall be the entire contribution required of the employee by the California Public Employees’ Retirement Law (California Government Code Section 20000, et seq.);

6. That the contributions designated as Employee Contributions made by the Port of Oakland to CalPERS shall be treated for all purposes, other than taxation, in the same way that member contributions are treated by CalPERS;

7. That the governing body of the Port of Oakland shall participate in and adhere to requirements and restrictions of the pre-tax payroll deduction plan by reporting pre-tax payroll deductions when authorized by CalPERS for those employees of the above stated coverage group(s) who have elected to participate in this plan;

8. That the effective date for the commencement of the payment of Employee Contributions by the Port shall be the date of this Board meeting; and
9. That in acting upon the matters contained herein, the Port of Oakland 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 materials and in testimony received.

At the regular meeting held on December 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Head, Parker, Uno, Yee and President Gonzales - 6
Excused: Commissioner Hamlin - 1
Noes: 0
RESOLUTION NO. 12-169

RESOLUTION RATIFYING AND APPROVING MEMORANDUM OF UNDERSTANDING WITH SERVICE EMPLOYEES INTERNATIONAL UNION, LOCAL 1021.

WHEREAS, the Board has reviewed and evaluated the Agenda Report dated December 20, 2012, Item 6.6 ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; and be it

RESOLVED, that the terms and conditions of the Memorandum of Understanding ("MOU") regarding wages, hours and other terms and conditions of employment between the Service Employees International Union, Local 1021 ("SEIU") and the Port of Oakland, for a term commencing July 1, 2011 through and including June 30, 2015, to include the payment of a ratification bonus of $3,500.00 on December 27, 2012 (provided SEIU ratifies the MOU prior to December 20, 2012), and more fully described in the Agenda Report, are hereby ratified and approved; and be it

FURTHER RESOLVED, that the Executive Director is hereby authorized to execute said Memorandum of Understanding for and on behalf of this Board, provided, however, the same shall be approved as to form and legality by the Port Attorney; and be it

FURTHER RESOLVED, that in acting upon the matters contained herein, 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 materials and in testimony received.

At the regular meeting held on December 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno and Yee - 6
Noes: President Gonzales - 1
RESOLUTION RATIFYING AND APPROVING MEMORANDUM OF UNDERSTANDING WITH INTERNATIONAL FEDERATION OF PROFESSIONAL AND TECHNICAL ENGINEERS, LOCAL 21.

WHEREAS, the Board has reviewed and evaluated the Agenda Report dated December 20, 2012, Item 6.7 ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; and be it

RESOLVED, that the terms and conditions of the Memorandum of Understanding ("MOU") regarding wages, hours and other terms and conditions of employment between INTERNATIONAL FEDERATION OF PROFESSIONAL AND TECHNICAL ENGINEERS, LOCAL 21 ("IFPTE") and the Port of Oakland for a term commencing July 1, 2012 through and including June 30, 2015, to include the payment of a ratification bonus of $3,500.00 on December 27, 2012 (provided IFPTE ratifies the MOU prior to December 20, 2012), and as more fully described in the Agenda Report, are hereby ratified and approved; and be it

FURTHER RESOLVED, that the Executive Director is hereby authorized to execute said Memorandum of Understanding for and on behalf of this Board, provided, however, the same shall be approved as to form and legality by the Port Attorney; and be it

FURTHER RESOLVED, that in acting upon the matters contained herein, 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 materials and in testimony received.

At the regular meeting held on December 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno and Yee - 6
Noes: President Gonzales - 1
RESOLUTION RATIFYING AND APPROVING MEMORANDUM OF UNDERSTANDING WITH INTERNATIONAL BROTHERHOOD OF ELECTRICAL WORKERS, LOCAL 1245.

WHEREAS, the Board has reviewed and evaluated the Agenda Report dated December 20, 2012, Item 6.8 ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; and be it

RESOLVED, that the terms and conditions of the Memorandum of Understanding ("MOU") regarding wages, hours and other terms and conditions of employment between INTERNATIONAL BROTHERHOOD OF ELECTRICAL WORKERS, LOCAL 1245 ("IBEW") and the Port of Oakland for a term commencing January 1, 2012 through and including December 31, 2015, and as more fully described in the Agenda Report, are hereby ratified and approved; and be it

FURTHER RESOLVED, that the Executive Director is hereby authorized to execute said Memorandum of Understanding for and on behalf of this Board, provided, however, the same shall be approved as to form and legality by the Port Attorney; and be it

FURTHER RESOLVED, that in acting upon the matters contained herein, 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 materials and in testimony received.

At the regular meeting held on December 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno and Yee - 6
Noes: President Gonzales - 1
RESOLUTION RATIFYING AND APPROVING MEMORANDUM OF UNDERSTANDING WITH WESTERN COUNCIL OF ENGINEERS.

WHEREAS, the Board has reviewed and evaluated the Agenda Report dated December 20, 2012, Item 6.9 ("Agenda Report") and related materials, has received the expert testimony of Port of Oakland ("Port") staff, and has provided opportunities for and taken public comment; and be it

RESOLVED, that the terms and conditions of the Memorandum of Understanding ("MOU") regarding wages, hours and other terms and conditions of employment between the Western Council of Engineers ("WCE") and the Port of Oakland for a term commencing July 1, 2012 through and including June 30, 2015, to include the payment of a ratification bonus of $3,500.00 on December 27, 2012 (provided WCE ratifies the MOU prior to December 20, 2012), are hereby ratified and approved; and be it

FURTHER RESOLVED, that the Executive Director is hereby authorized to execute said Memorandum of Understanding for and on behalf of this Board, provided, however, the same shall be approved as to form and legality by the Port Attorney; and be it

FURTHER RESOLVED, that in acting upon the matters contained herein, 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 materials and in testimony received.

At the regular meeting held on December 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno and Yee - 6
Noes: President Gonzales - 1
RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO: (1) APPROVE A BUDGET IN THE AMOUNT NOT TO EXCEED $900,000 FOR THE DATA RESILIENCY PROJECT AND (2) ENTER INTO AGREEMENTS WITH SELECTED BIDDERS TO UPGRADE THE PORT'S STORAGE AND DATA CENTER SOLUTIONS.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item No. 6.11, dated December 20, 2012 ("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; now, therefore, be it

RESOLVED, 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 be it

FURTHER RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that it is in the best interest of the Port to enter into agreements with selected bidders to upgrade the Port’s storage and datacenter solutions, as described in the Agenda Report, without standard bidding procedures and that said standard bidding procedures are hereby waived; and be it

FURTHER RESOLVED, that the Executive Director is hereby authorized to negotiate and execute contracts for such work based upon the receipt of informal proposals at a maximum compensation that shall not exceed an amount disclosed to the Board, provided that no agreement or contract shall be effective unless and until it is approved as to form and legality by the Port Attorney; and be it
FURTHER RESOLVED, that the Executive Director authorizes a budget for an amount not to exceed $900,000 to implement the Data Resiliency Project; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on December 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0
RESOLUTION NO. 12-174

RESOLUTION FINDING AND DETERMINING THAT (1) PROPOSED AGREEMENTS WITH TEN (10) CONSULTANTS AT AN AGGREGATE MAXIMUM COMPENSATION OF $6,000,000 FOR ON-CALL ENVIRONMENTAL PLANNING (CH2M HILL, LAMPHIER-GREGORY AND URS CORPORATION), ON-CALL COMPLIANCE SERVICES (AMEC, ARCADIS, BASELINE, TERRAPHASE AND WEISS) AND AIR QUALITY SERVICES (ENVIRON AND STARCREST); AND (2) RESOLUTION EXTENDING THE TERM OF EXISTING CONSULTANT AGREEMENTS WITH CURTIS AND TOMPKINS, LTD. AND TESTAMERICA LABORATORIES, INC. FOR ON-CALL LABORATORY ANALYTICAL SERVICES FOR AN ADDITIONAL THREE (3) YEARS WITHOUT ADDITIONAL COMPENSATION CONSTITUTES PROFESSIONAL, TECHNICAL AND SPECIALIZED SERVICES THAT ARE TEMPORARY IN NATURE, WAIVING COMPETITIVE BIDDING AND AUTHORIZING EXECUTION OF ALL SUCH AGREEMENTS.

WHEREAS, the Board of Port Commissioners ("Board") has reviewed and evaluated Agenda Report Item No. 6.12, dated December 20, 2012 ("Agenda Report") and related agenda materials, has received the expert testimony of Port staff, and has provided opportunities for and taken public comment; now, therefore, be it

RESOLVED, 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 be it

RESOLVED, that based upon the information contained in the Agenda Report, the Board hereby finds and determines that the proposed agreements between the Port and (1) CH2M HILL, LAMPHIER-GREGORY AND URS CORPORATION for on-call environmental planning; (2) AMEC, ARCADIS, BASELINE, TERRAPHASE AND WEISS, for on-call compliance consulting services; and (3) ENVIRON and STARCREST for on-call air quality services will constitute agreements 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 without competitive bidding and standard bidding procedures are waived; and be it
FURTHER RESOLVED that the Board hereby approves and authorizes the execution of said agreements for and on behalf of the Board, upon terms and conditions consistent with the Agenda Report and providing that such consultants shall be compensated for such on-call services, including costs of miscellaneous reimbursable expenses, at a maximum compensation that shall not exceed $600,000 per consultant for a period of five (5) years; at an aggregate amount of $6,000,000 for all ten (10) consultants; and be it

FURTHER RESOLVED, that the Board hereby approves and authorizes the extension of term for the agreements with CURTIS AND TOMPKINS, LTD. AND TESTAMERICA LABORATORIES, INC., for on-call analytical laboratory services; for a period of three (3) additional years without additional compensation; and be it

FURTHER RESOLVED, that 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. This resolution approves and authorizes the execution of an agreement in accordance with the terms of this resolution. Unless and until a separate written agreement 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 other contracting party, there shall be no valid or effective agreement.

At the regular meeting held on December 20, 2012

Passed by the following vote:

Ayes: Commissioners Butner, Hamlin, Head, Parker, Uno, Yee and President Gonzales - 7
Noes: 0