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Thursday, April 25, 2019

Board Room – 2nd Floor

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***The Public Portion Of The Meeting Will Begin At 4:00 p.m.***

## **ROLL CALL**

*Commissioner Lee, Commissioner Leslie, Commissioner Martinez, Commissioner Story, 2nd Vice-President Colbruno, 1st Vice President Cluver and President Butner.*

### **1. CLOSED SESSION (1:00 p.m.)**

*Closed Session discussions and materials may not be disclosed to a person not entitled to receive it, unless the Board authorizes disclosure of that confidential information.*

#### **1.1 CONFERENCE WITH REAL PROPERTY NEGOTIATOR - (Pursuant to California Government Code Section 54956.8)**

**Property:** 9532 Earhart Road, Oakland, CA (approximately 3.86 acres)

**Negotiating Parties:** S3D Partners, LLC and Port of Oakland

**Agency Negotiator:** Bryant Francis, Director of Aviation; Brandon J. Mark, Aviation Properties Manager; and Paul Caruso, Senior Project Manager

**Under Negotiation:** Price and Terms of Tenancy

**Property:** Terminals One and Two at Oakland International Airport (Retail Concessions Units within Terminals)

**Negotiating Parties:** World Duty Free Group (owned by Dufry AG) operating as Hudson Group and Port of Oakland

**Agency Negotiator:** Bryant Francis, Director of Aviation; Brandon J. Mark, Aviation Properties Manager

**Under Negotiation:** Price, Terms and Conditions of Tenancy

**Property:** One Market Street, Oakland, CA (Howard Terminal)

**Negotiating Parties:** Oakland Athletics and Port of Oakland

**Agency Negotiator:** Pamela Kershaw, Director of Commercial Real Estate

**Under Negotiation:** Price and Terms of Tenancy

**File ID:** [109-19]

- 1.2 CONFERENCE WITH LEGAL COUNSEL - EXISTING LITIGATION** - (Pursuant to Paragraph (1) of Subdivision (d) of California Government Code Section 54956.9):

*Milrene Raspberry v. Port of Oakland, WCAB Case No. ADJ7521359*

**File ID:** [110-19]

- 1.3 THREAT TO PUBLIC SERVICES OR FACILITIES** - (Pursuant to California Government Code Section 54957(a)):

**Consultation with:** Douglas Mansel, Aviation Security Manager  
Port of Oakland

**File ID:** [111-19]

## **OPEN SESSION/ROLL CALL**

*Commissioner Lee, Commissioner Leslie, Commissioner Martinez, Commissioner Story, 2nd Vice-President Colbruno, 1st Vice President Cluver and President Butner.*

## **CLOSED SESSION REPORT**

*The Port Attorney or Board Secretary will report on any final actions taken in Closed Session.*

## **2. CONSENT ITEMS**

*Action by the Board under "Consent Items" means that all matters listed below have been summarized and will be adopted by one motion and appropriate vote. Consent Items may be removed for further discussion by the Board at the request of any member of the Board.*

- 2.1 Building Permit:** for SSA Terminals, LLC to Demolish the Entrance Canopy at the West Entrance, 2505 Middle Harbor Road (**Engineering**)

**File ID:** [\[107-19\]](#)

**Attachments:** [Building Permit](#)

- 2.2 Ordinance 4513,** 2nd Reading Of An Ordinance Approving And Authorizing The Executive Director To Execute A Second Amendment To A License & Concession Agreement With Transfer Case Express, Inc. For Premises Located At 1285 Embarcadero Road, Oakland.

**File ID:** [\[102-19\]](#)

**Attachments:** [Ordinance 4513](#)

- 2.3 Ordinance 4514**, 2nd Reading Of An Ordinance Approving (I) Fourth Supplement And Amendment To Lease And Option To Lease To A Lease Dated September 1, 2011, Originally Between The Port Of Oakland And Business Jet Center-Oakland, L.P., Now With Piedmont Hawthorne Aviation, LLC, Doing Business As Signature Flight Support, To Amend The Premises, Adjust Facilities Rent And Change The Rent Adjustment Dates, And (Ii) A Third Amendment To Lease To A Lease Dated November 1, 2011 With Piedmont Hawthorne Aviation, LLC, Doing Business As Signature Flight Support To Adjust The Facilities Rent And Rent Adjustment Dates, For Premises Located At The North Field Of Oakland International Airport.

**File ID:** [\[103-19\]](#)

**Attachments:** [Ordinance 4514](#)

- 2.4 Ordinance 4515**, 2nd Reading Of An Ordinance Authorizing And Approving The Execution Of A License And Concession Agreement With CONGLOBAL Industries, LLC, For A Term Extending Through June 30, 2023, Resulting In Annual Rent Ranging From Approximately \$1.7 Million To \$2.1 Million; And Authorizing \$76,331 For A One-Time Rent Credit And \$1.0 Million For Certain Pavement Improvements.

**File ID:** [\[104-19\]](#)

**Attachments:** [Ordinance 4515](#)

- 2.5 Ordinance 4516**, 2nd Reading Of An Ordinance Amending Section 9.18 Of Port Of Oakland Ordinance No. 867.

**File ID:** [\[105-19\]](#)

**Attachments:** [Ordinance 4516](#)

- 2.6 Minutes:** Approval of the Minutes of the Regular Meeting of February 28, 2019. **(Board)**

**File ID:** [\[112-19\]](#)

**Attachments:** [February 28, 2019 Minutes](#)

- 2.7 Report:** Report of Appointments, Separations and Leaves of Absence for FY 2018-19, 3rd Quarter (January 1, 2019 - March 31, 2019). **(Finance & Admin)**

**File ID:** [\[026-19\]](#)

**Attachments:** [Report](#)

### 3. MAJOR PROJECTS

*This segment of the meeting is reserved for action and discussions regarding the status of Major Projects and issues of special importance.*

### 4. BUDGET & FINANCE

*This segment of the meeting is reserved for action or discussion regarding the status of Budget and Finance issues.*

- 4.1 Resolution:** Authorization to Extend for Four Years the Letters of Credit Supporting the Port's \$200 Million Commercial Paper Program at an Annual Fee of Approximately \$980,000; Amend the Commercial Paper Indentures and Supporting Documents. **(Finance & Admin)**

**File ID:** [\[096-19\]](#)

**Attachments:** [Agenda Report](#)

[Attachment A1](#)

[Attachment A2](#)

[Attachment B](#)

[Attachment C1](#)

[Attachment C2](#)

[Attachment D1](#)

[Attachment D2](#)

- 4.2 Resolution:** Authority to Renew Port of Oakland Insurance Policies Arranged and Paid Through Prime Insurance Brokers Described Herein in an Amount Not to Exceed \$4,450,000. **(Finance & Admin)**

**File ID:** [\[027-19\]](#)

**Attachments:** [Agenda Report](#)

[Attachment](#)

- 4.3 Resolution:** Authorization to (i) Pre-Pay the Port's Proportionate Share of the FY 2020 Unfunded Accrued Liability for the City of Oakland ("City") Miscellaneous Plan (Pension Plan) for which the Port is a Participant, in Lieu of 12 Monthly Payments and (ii) Enter into a Letter Agreement with the City Outlining Certain Procedures for FY 2020 as a Result of the City Participating in the CalPERS Pre-Pay Program. **(Finance & Admin)**

**File ID:** [\[095-19\]](#)

**Attachments:** [Agenda Report](#)

- 4.4 Report:** Unaudited Financials for 8 months ended February 28, 2019. **(Finance & Admin)**

**File ID:** [\[025-19\]](#)

**Attachments:** [Report](#)

## 5. STRATEGY & POLICY

*This segment of the meeting is reserved for action or discussion on Strategy and Policy Issues.*

- 5.1 Resolution:** Resolution to Delegate Authority to Approve the West Oakland Truck Management Plan to the Executive Director **(Engineering)**

**File ID:** [\[088-19\]](#)

**Attachments:** [Agenda Report](#)  
[Attachment A](#)  
[Attachment B](#)

## 6. REMAINING ACTION ITEMS

*Remaining Action Items are items not previously addressed in this Agenda that may require staff presentation and/or discussion and information prior to action by the Board.*

- 6.1 Resolution:** Authorization for Executive Director to Execute a Supplemental Agreement with the Alameda County Sheriff's Office (ACSO) to (1) Extend the Term for Five Additional Years and (2) Increase Corresponding Maximum Compensation by \$128,602,000 (FY2020 - FY2024). **(Aviation)**

**File ID:** [\[087-19\]](#)

**Attachments:** [Agenda Report](#)

- 6.2 Resolution:** Approve and Authorize the Executive Director to Execute an Exclusive Negotiating Agreement with S3D Partners, LLC, for a Term of Twenty-four (24) Months for Property Located at 9532-9636 Earhart Road, Oakland **(Aviation)**

**File ID:** [\[106-19\]](#)

**Attachments:** [Agenda Report](#)

- 6.3 Ordinance:** Adoption of an Ordinance Approving a *Second Amendment to Space Use Permit for Non-Exclusive Rental Car Concession* with Avis Budget Car Rental, LLC; Enterprise Rent A Car Company of San Francisco; Fox Rent A Car, Inc.; and, The Hertz Corporation, to Amend the Minimum Annual Guarantee for Year 1, Waive the Year 1 Annual Report Deadline, Issue a Rent Credit for Expansion Space For the Months of November and December of 2017; and Extend the Due Date for All Reimbursement Requests From Customer Facility Charges. **(Aviation)**

**File ID:** [\[093-19\]](#)

**Attachments:** [Agenda Report](#)

- 6.4 Ordinance:** Authorization to (i) Approve Amendment No. 4 to Space/Use Permit for Non-Exclusive In-Terminal Advertising Concession with Clear Channel Outdoor dba Clear Channel Airports with Guaranteed Monthly Revenue of \$10,000; (ii) Waive the Restriction in Resolution No. 16-144 - Resolution Approving a Restatement, Affirmation and Update to the Board's Policy for Awarding Concession and Customer Service Privileges at the Terminal Complex at Oakland International Airport; (iii) Consent to a Corporate Restructuring of Clear Channel; and, (iv) Authorize the Executive Director to Enter into Amendment No. 4 and any Other Necessary Agreements with Clear Channel. (1 Airport Drive) **(Aviation)**

**File ID:** [\[086-19\]](#)

**Attachments:** [Agenda Report](#)

- 6.5 Resolution:** Authorize the Executive Director to Execute an Exclusive Negotiating Agreement with Eagle Rock Aggregates, Inc., for the Development and Lease of a Bulk Sand and Aggregate Marine Terminal at Berths 20-22, With a Non-Refundable Fee Up to \$500,000 **(Maritime)**

**File ID:** [\[094-19\]](#)

**Attachments:** [Agenda Report](#)

- 6.6 Resolution:** Approve and Authorize the Executive Director to Enter into an Agreement with PCMG, Inc. to Renew Microsoft Software Licensing for 3 Years for an Amount Not to Exceed \$761,365. **(Finance & Admin)**

**File ID:** [\[019-19\]](#)

**Attachments:** [Agenda Report](#)

## 7. UPDATES/ANNOUNCEMENTS

*The President, Members of the Board and the Executive Director will report on noteworthy events occurring since the last Board Meeting.*

## 8. SCHEDULING

*This segment of the meeting is reserved for scheduling items for future Agendas and/or scheduling Special Meetings*

## OPEN FORUM

*The Board will receive public comment on non-agenda items during this time. Please fill out a speaker card and present it to the Secretary of the Board.*

## ADJOURNMENT

*The next Regular Meeting of the Board will be held on May 9, 2019.*

## PUBLIC PARTICIPATION

### To Speak on an Agenda Item

You may speak on any item appearing on the Agenda. Please fill out a Speaker's Card and give it to the Board Secretary **before the start of the meeting** or immediately after conclusion of Closed Session. Cards received after the start of the meeting will be treated as a single request to speak in Open Forum. All speakers will be allotted a minimum of one minute.

### To Receive Agendas & Related Materials

Should you have questions or concerns regarding this Agenda, or wish to review any of the Agenda Related Materials, please contact the Board Secretary, Daria Edgerly, at: (510) 627-1337, or visit our web page at: [www.portoakland.com](http://www.portoakland.com)

To receive Port Agendas and Agenda Related Materials by email, please email your request to: [dedgerly@portoakland.com](mailto:dedgerly@portoakland.com)

### Disability Related Modifications

Any person who requires a disability-related modification or accommodation, including auxiliary aids or services, in order to participate in the meeting, may submit a written request, electronic request, or telephone request [via the California Relay Service (telephone) for the hearing impaired at (800) 735-2922], to the Secretary of the Board **no later than five working days** prior to the scheduled meeting date.

Daria Edgerly, Secretary of the Board  
530 Water Street, Oakland, CA 94607  
[dedgerly@portoakland.com](mailto:dedgerly@portoakland.com)  
(510) 627-1337

### Language & Interpretive Services

As a grantee of federal aid grant funds from the US Department of Transportation, the Port is responsible for ensuring equal access to its programs, services, and benefits. To request bilingual interpreters or materials in alternate formats, please contact the Assistant Secretary of the Board no later than five working days prior to the scheduled meeting date.

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[dedgerly@portoakland.com](mailto:dedgerly@portoakland.com)  
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## **Commissioners' Statement of Intention**

We are a governing Board whose authority lies with the entirety of the Board.

We govern in accordance with our fiduciary duty to the Port of Oakland.

We conduct ourselves with clarity and transparency, grounded in the principles of integrity, trust and respect.

We reach our decisions through candid, open and deliberative debate and hold both staff and ourselves accountable for implementing them.