

RESOLUTION NO. 130-08

A JOINT RESOLUTION OF THE CITY COUNCIL OF THE CITY OF RICHMOND AND THE SURPLUS PROPERTY AUTHORITY OF THE CITY OF RICHMOND APPROVING THE SECOND AMENDED AND RESTATED LEASE AGREEMENT, THE MINIMUM ANNUAL GUARANTY AGREEMENT, AND THE MARINE TERMINAL OPERATING AGREEMENT FOR THE PORT OF RICHMOND HONDA PORT OF ENTRY PROJECT

WHEREAS, in 2004, the Surplus Property Authority of the City of Richmond (“SPA”) leased to Richmond Joint Powers Financing Authority (“JPFA”), and JPFA subleased to the City of Richmond (“City”) certain property located in or near the Pt. Potrero Marine Terminal as a terminal facility;

WHEREAS, City and Auto Warehousing Co., a Washington corporation (“AWC”) entered into an Amended and Restated Lease Agreement dated May 1, 2004, whereby City sub-subleased the facility to AWC;

WHEREAS, AWC elected to extend the term of the Amended and Restated Lease Agreement by letter dated October 23, 2008 (the “Extension Letter”);

WHEREAS, City and AWC desire to increase the capacity of the existing facility to accommodate new and existing business, and to provide additional rail infrastructure to service such business;

WHEREAS, City and AWC wish to further amend and restate the Amended and Restated Lease Agreement, as previously amended by the Extension Letter (the “Second Amended Lease”);

WHEREAS, City, AWC and American Honda Motor Co., Inc. (“AHM”) desire to enter into a Minimum Annual Guaranty Agreement (“MAG Agreement”), providing, among other things, a guaranty by AHM that City will receive certain minimum revenues in connection with the transportation of vehicles by or on behalf of AHM to or from the Port of Richmond by vessel;

WHEREAS, City and Translogix, L.L.C., a Washington limited liability company (“Translogix”) wish to enter into a Marine Terminal Operating Agreement for the provision of certain administrative and clerical terminal operation and dock side services to vessel operators transporting vehicles to and from the Port auto facility; and

WHEREAS, the Port auto facility and rail facility capital improvements contemplated by the Second Amended Lease and MAG Agreement (the “Projects”) are subject to the California Environmental Quality Act, as amended (Public Resources Code, Sections 21000 – 21178), and the California Environmental Quality Act Guidelines (California Code of Regulations Title 14, Chapter 3) (collectively, “CEQA”);

WHEREAS, after completing the environmental review for the Projects in accordance with the requirements of CEQA, by separate resolution the City certified the Environmental Impact Report, adopted a Statement of Overriding Considerations, and adopted a Mitigation and Monitoring Report (collectively, the “CEQA Approvals”); and

WHEREAS, after granting CEQA Approvals, the City approved the Design Review Permit for the Projects.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF RICHMOND AND THE SURPLUS PROPERTY AUTHORITY OF THE CITY OF RICHMOND, that they hereby approve and authorize the City Manager to execute the Second Amended and Restated Lease Agreement and Minimum Annual Guaranty Agreement and approves and authorizes the Port Executive Director to execute the Marine Terminal Operating Agreement, all for the Port of Richmond Honda Port of Entry Project.

BE IT FURTHER RESOLVED, the City Council and the Surplus Property Authority hereby authorize the City Manager and Port Executive Director, as the case may be, subject to approval by the City Attorney, to make non-substantive amendments or modifications to the Second Amended Restated Lease Agreement, Minimum Annual Guaranty Agreement and Marine Terminal Operating Agreement, including to any construction schedules and to depictions or descriptions of the leasehold premises to conform to a pending site survey of such leasehold premises.

I HEREBY CERTIFY that the foregoing resolution was passed and adopted by the City Council of the City of Richmond and the Surplus Property Authority of the City of Richmond at a special joint meeting held on November 18, 2008.

Ayes: Councilmembers Bates, Butt, Lopez, Rogers, Sandhu, Thurmond, Viramontes

Noes: Mayor McLaughlin

Abstain: None

Absent: Vice Mayor Marquez

DIANE HOLMES
Clerk of the City of Richmond

(Seal)

Approved:

GAYLE McLAUGHLIN
Mayor

Approved as to form:

RANDY RIDDLE
City Attorney

State of California }
County of Contra Costa : ss.
City of Richmond }

I certify that the foregoing is a true copy of Resolution No. 130-08, finally passed and adopted by Joint Surplus Property Authority and the City Council at a meeting held on November 18, 2008.