

Approved as to Form and Legality

[Handwritten Signature]
2009 Oakland City Attorney's Office

OAKLAND CITY COUNCIL

Resolution No. _____ C.M.S.

79648

RWH:ssl *[Handwritten Signature]*

RESOLUTION APPROVING THE EXECUTION AND DELIVERY OF A SETTLEMENT AGREEMENT AND MUTUAL RELEASE, INCLUDING THE EXHIBITS THERETO OF CLAIMS THAT THE OAKLAND RAIDERS WERE ENTITLED TO PAYMENT FOR BREACH OF MARKETING AGREEMENTS, FAILURE TO ACCOUNT FOR OR PAY REVENUE TO THE RAIDERS FOR SIGNAGE IN CERTAIN AREAS OF THE COLISEUM, AND BREACHES OF OTHER AGREEMENTS AMONG THE OAKLAND ALAMEDA COUNTY COLISEUM AUTHORITY, CITY OF OAKLAND, COUNTY OF ALAMEDA, OAKLAND ALAMEDA COUNTY COLISEUM, INC., THE OAKLAND ALAMEDA COUNTY COLISEUM FINANCING CORPORATION AND THE OAKLAND RAIDERS (CITY OF OAKLAND ET AL. V. OAKLAND RAIDERS ET AL.; SACRAMENTO COUNTY SUPERIOR COURT NO. 97AS06708),

WHEREAS, on September 29, 1997, the City, the County, the Authority and the OACC ("EBEs") filed a lawsuit against the Raiders that became known as *City of Oakland, et al. v. Oakland Raiders, et al.*, No. 97AS06708 (the "Action"), venued in the Superior Court of Sacramento County (the "Court"); and

WHEREAS, on July 7, 1998, the Raiders filed a Cross Complaint against the EBEs, that was amended on November 2, 1998 and April 6, 2000 (the "Cross Complaint"); and

WHEREAS, on or about October 19, 1998, the Court granted the motion of the City, County, Authority and OACC to compel arbitration of the Raiders' claims relating to breaches of the Marketing Agreement, stayed such claims in the Action, and stayed the arbitration until the remaining claims in the Action were litigated.

WHEREAS, on April 10, 2003, the Court entered an Order pursuant to the Parties' stipulation providing that certain claims at issue between the Raiders and the City, County, JPA, Financing and OACC be submitted to arbitration and stayed the arbitration until all non-arbitrated claims are litigated. Those claims included: (1) the Fifth Claim for Breaches of the Agreements alleged in paragraphs 140(a)-(d), 140 (g)-(j) and 140 (m)-(q) of the Raiders' Second Amended Cross-Complaint; and (2) the Eighth and Ninth Claims for declaratory relief regarding the Visiting Team Share Agreement alleged in the Raiders' Second Amended Cross-Complaint. (The claims referenced in this paragraph and the preceding paragraph shall be collectively referred to as "the claims"); and

WHEREAS, the parties have reached agreement on the general terms of settlement that will resolve the claims; and

WHEREAS, on October 28, 2005, the Oakland Alameda County Coliseum Authority (the "Authority") approved and subsequently executed a Memorandum of Understanding (the "MOU"), setting forth the parameters for negotiation of a settlement of the claims between the Authority, the City of Oakland (the "City"), the County of Alameda (the "County"), the Oakland Alameda County Coliseum, Inc. ("OACC"), the Oakland Alameda County Coliseum Financing Corporation ("Financing") and the Oakland Raiders (the "Raiders") and providing for the approval of final agreements consistent with the terms of the MOU; and

WHEREAS, at closed session on November 1, 2005, the City authorized its negotiators to approve the terms of the MOU contingent on approval by all other parties; and

WHEREAS, the MOU, previously approved by the Authority and the City, was subsequently approved and executed by all other parties consisting of the County, the OACC, Financing and the Raiders; and

WHEREAS, the approval by all other parties removed the contingency from the City approval of the MOU; and

WHEREAS, staff has included in the materials accompanying this recommended resolution, a report explaining the provisions of the settlement agreement that is expected to be reached within the guidelines of the MOU; and

WHEREAS, the accompanying report summarizes the proposed terms and conditions under which the Authority, may enter into a Settlement Agreement (the "Settlement"), including the Exhibits thereto consisting of (1) a Supplement No. 2 to the Master Agreement and certain Exhibits thereto (the "Supplement") between the Raiders, the Authority, the City, the County, OACC and Financing and (2) a Deed of Trust executed by the Raiders; and

WHEREAS, forms of the Settlement and the Supplement have been presented to this meeting; and

WHEREAS, the City finds it advisable and now desires to approve such terms and conditions and authorize the execution of the Settlement and the License Amendment; and

WHEREAS, the City also desires to recommend to the Authority, the County, OACC and Financing that each such body also authorize the execution and delivery of the Settlement and the Supplement; and now, therefore, be it

RESOLVED, that all of the recitals above set forth are true and correct, and the City so finds and determines; and be it

FURTHER RESOLVED, that the City hereby approves and authorizes the execution and delivery by the Authority's Chair of the Settlement and the Supplement and the Exhibits thereto, in substantially the form presented to this meeting with only those changes that the Chair, with the advice of counsel to the Authority, shall approve; and be it

FURTHER RESOLVED, that the City Clerk is hereby authorized to attest, if required, the Settlement and the Supplement; and be it

FURTHER RESOLVED, that the City hereby recommends to the Authority, the County, OACC and Financing that each such body approve the execution and delivery of the Settlement and the Supplement; and be it

FURTHER RESOLVED, that all action heretofore taken by the officers and agents of the Authority concerning the negotiations of these agreements are hereby approved, confirmed and ratified, and the City recommends that the Authority direct and authorize its proper officers, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions and execute and deliver any and all agreements, and other documents which they, or any of them, may deem necessary or advisable in order to effectuate the purposes of this resolution.

IN COUNCIL, OAKLAND, CALIFORNIA, DEC 20 2005

PASSED BY THE FOLLOWING VOTE:

AYES - *Brunner*, KERNIGHAN, ~~NADIEL~~, QUAN, ~~BROOKS~~, REID, CHANG, and PRESIDENT DE LA FUENTE *-6*

NOES - *0*

ABSENT - *0*

ABSTENTION - *Brooks and Nadel - 2*

ATTEST:

Latonda Simmons

LATONDA SIMMONS
City Clerk and Clerk of the Council of
the City of Oakland, California