

ORDER NO. \_\_\_\_\_

An Order of the Board of Harbor Commissioners of the City of Los Angeles (“Board” and “City,” respectively) approving the assignment of Permit No. 309 (“Permit”) from CONOCOPHILLIPS COMPANY (“Assignor”) to PHILLIPS 66 COMPANY, a Delaware Corporation, 3900 Kilroy Airport Way, Suite 210, Long Beach, California 90806 (“Assignee”).

WHEREAS, Assignor is the holder of the Permit, granted pursuant to the Board of Harbor Commissioners Order No. 4555; and

WHEREAS, the Permit provides in Section 19 that “Permittee shall not assign, sublease, transfer, give, hypothecate, grant control of, or otherwise encumber the premises or this Permit without first obtaining the approval of Board by Order, which approval shall not be unreasonably withheld. In the event that Permittee obtains such approval to an assignment or sublease, this Permit and the terms and conditions thereof shall inure to the benefit of and be binding upon the sublessees, or assignees of Permittee;” and

WHEREAS, on or about April 27, 2012, Assignor and Assignee entered into an “Assignment and Assumption and Bill of Sale Agreement” which conveyed ownership of certain assets identified in such agreement, including the leasehold interests covered by the Permit, from Assignor to Assignee;

WHEREAS, Assignor, in connection with such purchase and sale agreement, desires to assign the Permit to Assignee;

WHEREAS, Assignee, pursuant to such assignment, desires to assume each and every of the rights, duties and liabilities under the Permit;

WHEREAS, Board finds that it is in the best interests of City to approve such assignment upon the terms and conditions set forth hereinbelow;

NOW, THEREFORE, IT IS HEREBY ORDERED by the Board of Harbor Commissioners of the City of Los Angeles as follows:

Section 1. In accordance with Section 19 of the Permit, Assignee agrees to be bound by each and every term and condition of the Permit;

Section 2. Pursuant to Section 19 of the Permit, the Board of Harbor Commissioners hereby approves the assignment of Permit No. 309 from Assignor to Assignee, provided that such approval shall not waive any of City’s rights as to the

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Assignor or Assignee, or be construed to amend, abridge, extend, alter or interpret any of the provisions of the Permit.

Section 3. The Secretary of the Board shall certify to the adoption of this Order by the Board.

I HEREBY CERTIFY that the foregoing Order was adopted by the Board of Harbor Commissioners of the City of Los Angeles at its meeting held

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AMBER M. KLESGES  
Commission Secretary

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The undersigned hereby accept the terms and conditions as specified above.

PHILLIPS 66 COMPANY

Dated: 6/21/16

By Bill A. Hallett  
*Bill A. Hallett*  
Attorney In Fact

(Print/Type Name and Title)

Attest Anna T. Bergeron  
*Anna T. Bergeron*  
Notary Public

(Print/Type Name and Title)



APPROVED AS TO FORM AND LEGALITY

6/27, 2016  
MICHAEL N. FEUER, City Attorney  
JANNA B. SIDLEY, General Counsel

By Steven Y. Otera  
*Steven Y. Otera*  
STEVEN Y. OTERA, Deputy