

**AGREEMENT BETWEEN THE CITY OF LOS ANGELES  
AND THE CITY OF LONG BEACH**

**ESTABLISHING COSTS TO BE SHARED  
UNDER THE CLEAN AIR ACTION PLAN**

**PASHA HAWAII HOLDINGS LLC  
C9 VESSEL ENGINE REPOWER DEMONSTRATION PROJECT**

THIS AGREEMENT is made and entered into by and between the CITY OF LOS ANGELES, a municipal corporation, acting by and through its Board of Harbor Commissioners, at its meeting of \_\_\_\_\_, 2020, and the CITY OF LONG BEACH, a municipal corporation, acting by and through its Board of Harbor Commissioners, at its meeting of March 9, 2020.

WHEREAS, the Cities of Los Angeles and Long Beach, acting by their respective Boards of Harbor Commissioners ("Ports") have entered into Los Angeles Agreement No. 2546/ Long Beach Agreement No. HD-7173 ("Master Cost Sharing Agreement") expressing their desire to share the costs of certain contracts related to the San Pedro Bay Ports Clean Air Action Plan; and

WHEREAS, in accordance with the terms of the Master Cost Sharing Agreement, the Ports are interested in sharing the cost of an agreement with Pasha Hawaii Holdings LLC for a demonstration project to repower the engine of one C9 vessel from a steam turbine engine to a dual-fuel engine capable of using either liquefied natural gas or diesel, which will increase engine efficiency and facilitate the use of cleaner burning LNG ("Project").

NOW, THEREFORE, IT IS MUTUALLY AGREED AS FOLLOWS:

1. The City of Los Angeles has entered into or intends to enter into a three-year agreement with Pasha Hawaii Holdings LLC for the Project.
2. The total cost to the ports for the Project will not exceed \$500,000 with each Port paying \$250,000.
3. The terms and conditions of the Master Cost Sharing Agreement are incorporated by reference into this agreement and the Ports agree to abide by all the terms and conditions of said agreement.
4. The terms of this cost sharing agreement shall be amended only in writing and signed by both parties.

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**TRANSMITTAL 3**

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date to the left of their signatures.

THE CITY OF LOS ANGELES, by its Board of Harbor Commissioners

Date: \_\_\_\_\_, 2020

By: \_\_\_\_\_  
Eugene D. Seroka  
Executive Director

Attest: \_\_\_\_\_  
AMBER M. KLESGES  
Board Secretary

APPROVED AS TO FORM AND LEGALITY

Nov 18, 2020  
MICHAEL N. FEUER, City Attorney  
JANNA B. SIDLEY, General Counsel

By: Janna Sidley for  
Heather M. McCloskey, Deputy

Date: 3/25, 2020

THE CITY OF LONG BEACH, a municipal corporation, acting by and through its Board of Harbor Commissioners

By: [Signature]  
MARIO CORDERO  
Executive Director

FOR

APPROVED AS TO FORM  
CHARLES PARKIN, City Attorney

By: [Signature]  
Dawn McIntosh, Deputy

Date: March 16, 2020