

THIRD AMENDMENT TO
PERMIT NO. 881
TRAPAC, INC.

Permit No. 881, as amended, between the CITY OF LOS ANGELES, a municipal corporation acting by and through its Board of Harbor Commissioners ("City"), and TRAPAC, INC. ("Tenant"), is hereby amended a third time as follows:

1. Section 3.1. Section 3.1 of the Agreement is hereby deleted in its entirety and replaced with the following:

3.1 Description. City and Tenant acknowledge that, as to improvements designed, constructed and completed on the Premises as of the effective date of this Third Amendment, the Project Delivery Date as defined in Section 5.1.2 and Substantial Completion as defined in Section 8.1.6 both have occurred. Generally, this Agreement identifies the lands subject to this Agreement in Exhibit "A" (and successors to Exhibit "A" as may be generated in accordance with this Section 3.1), and in Exhibit "A-2," and identifies each and every improvement, existing and planned, that City and Tenant intend on the Effective Date to be subject to this Agreement in Exhibit "B-1." This Agreement refers to the totality of such improvements as "City's Improvements." In turn, City's Improvements are broken down into four categories: "Existing Improvements," which are those improvements existing on the Premises as of the Effective Date and identified as "EXISTING" on Exhibit "B-1;" "New Improvements," which are those improvements identified as "NEW" on Exhibit "B-1;" "Upgraded Improvements," which are those Existing Improvements that have been in part or totally demolished and replaced after the Effective Date such that they possess increased utility or function and identified as "UPGRADED" on Exhibit "B-1;" and "City-Constructed Improvements," which are those improvements denoted with an asterisk on Exhibit "B-1."

Notwithstanding anything in this Agreement to the contrary, on or after December 1, 2020, Executive Director may, in his or her sole and absolute discretion, delete the area identified as "Parcel 3" on Exhibit "A-2." Such deletion, if any, shall be effective thirty (30) days following the date on which Executive Director provides written notice thereof to Tenant.

2. Section 6 and Exhibit "K-2." The provisions of Section 6 hereby are amended by deleting the Exhibit "K-2" attached to the Agreement on the Effective Date, and replacing it with the document attached hereto as Attachment 2, which, from and after the effective date of this Third Amendment, shall constitute Exhibit "K-2" of the Agreement.
3. No Changes Except as Stated Herein. Except as expressly amended herein, all remaining terms and conditions of Permit No. 881, as amended, shall remain unchanged.

IN WITNESS WHEREOF, the parties hereto have executed this Third Amendment to Permit No. 881 on the date to the left of their signatures.

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

Dated: _____

By _____
Executive Director

Attest _____
Board Secretary

TRAPAC, INC.

Dated: NOV. 6, 2018

By *RB Triandafyllidis*
RB TRIANDAFYLIDIS CFO
(Type/Print Name and Title)

Attest *Annette Lyon*
Annette Lyon, Executive Secretary
(Type/Print Name and Title)

APPROVED AS TO FORM AND LEGALITY
_____, 2018
MICHAEL N. FEUER, City Attorney
JANNA B. SIDLEY, General Counsel

By _____
Steven Y. Otera, Deputy

SYO/ila (10252018)

BERTHS 136-147 TRAPAC CONTAINER TERMINAL

EXHIBIT B-1

Completed Terminal

The completed terminal includes a combination of Existing Improvements (**EXISTING**) that were not changed, Upgraded Improvements which are existing improvements that have been in part or totally demolished and replaced with new improvements that possess increased utility or function (**UPGRADED**), improvements constructed that previously did not exist (**NEW**) and improvements constructed/owned for tenant/city/public use (**City-Constructed**).

Summary of Completed Terminal Improvements

The B136-147 TraPac Container Terminal Improvements Project consisted of multiple projects to expand the container terminal by approximately 50 acres (from 176 acres to approximately 226 acres total). Improvements include the construction of approximately 705 feet of new wharf and upgrade approximately 1,022 feet of existing wharf at Berths 145-147; Alternative Maritime Power vaults (AMP); construction of an intermodal container transfer facility (ICTF); construction of a new main gate; Pier A Street gate, and administration building; construction of a yard operations building, crane maintenance building and redevelopment of backland areas. This exhibit defines the basic parameters and terminal facilities as they exist; final location of facilities is on the attached callout map in conjunction with the final design.

Container Terminal

1. WHARF

A Berths 136-139

A1 Berths 136-139 - Existing to Remain (**EXISTING**)

- 1) Wharf Specifications: A concrete pile-supported wharf totaling approximately 2,030 linear feet. Berth depth is a minimum of - 45 feet mean-lower-low-water {-45 MLLW}.
- 2) Crane Loads: Gantry crane rails for 100-foot gauge cranes. Structural supports for the cranes are designed to accommodate gantry crane operating wheel loads equivalent to 28,000 pounds per foot on the landside and 34,000 pounds per foot waterside crane rails. This loading includes impact.

- 3) **Wharf Loads:** The wharf is designed for a uniform load of 1,000 pounds per square foot.
- 4) **Electric Crane Power System:** is designed for bus bars in power trench for power adequate for the operation of 6 to 8 gantry cranes.
- 5) **Ship Services:** Standard ship services at the wharf include telephone, power, and water hook-up facilities at each berth.

A2 Berths 136-139 (NEW)

- 1) **Alternative Maritime Power (AMP) System (NEW):** is designed to provide shore to ship electrical connection facility. AMP connection voltage is 6.6kv, 3 phase, 60GHz.

B Berths 144 -147

B1 Berth 144 - Existing to Remain (EXISTING)

- 1) **Wharf Specifications:** A concrete pile-supported wharf totaling approximately 874 linear feet. Bottom depth of the approach channel and berth is a minimum of -53 feet mean-lower-low- water (-53 MLLW). The fender system for ship berthing is designed for an 186,000 long ton vessel berthing at a 6 degree approach angle parallel to the wharf.
- 2) **Crane Loads:** Gantry crane rails for 100-foot gauge cranes. Structural supports for the cranes are designed to accommodate gantry crane operating wheel loads equivalent to 50,000 pounds per foot on the landside and waterside crane rails. This loading includes impact.
- 3) **Wharf Loads:** The wharf is designed for a uniform load of 1,000 pounds per square foot.
- 4) **Electric Crane Power System:** is designed for bus bars in power trench for power adequate for the operation of 4 gantry cranes.
- 5) **Ship Services:** Standard ship services at the wharf include telephone, power, and water hook-up facilities at each berth.

B2 Berths 145-146 (UPGRADED)

- 1) **Wharf Specifications:** A concrete pile-supported wharf totaling approximately 1,022 linear feet. Bottom depth of the approach channel and berth is a minimum of -53 feet mean-lower-low- water (-53 MLLW). The fender system for ship berthing is designed for an 186,000 long ton vessel berthing at a 6 degree approach angle parallel to the wharf.

- 2) Crane Loads: Gantry crane rails for 100-foot gauge cranes. Structural supports for the cranes are designed to accommodate gantry crane operating wheel loads equivalent to 50,000 pounds per foot on the landside and waterside crane rails. This loading includes impact.
- 3) Wharf Loads: The wharf is designed for a uniform load of 1,000 pounds per square foot.
- 4) Electric Crane Power System: is designed for bus bars in power trench for power adequate for the operation of gantry cranes.
- 5) Ship Services: Standard ship services at the wharf include telephone, power, and water hook-up facilities at each berth.

B3 Berth 147 (NEW)

- 1) Wharf Specifications: A concrete pile-supported wharf totaling approximately 705 linear feet (for a total of 2,600 linear feet at Berths 144-147). Bottom depth of the approach channel and berth is a minimum of -53 feet mean-lower-low-water (-53 MLLW). The fender system for ship berthing is designed for an 186,000 long ton vessel berthing at a 6 degree approach angle parallel to the wharf.
- 2) Crane Loads: Gantry crane rails for 100-foot gauge cranes. Structural supports for the cranes are designed to accommodate gantry crane operating wheel loads equivalent to 50,000 pounds per foot on the landside and waterside crane rails. This loading includes impact.
- 3) Wharf Loads: The wharf is designed for a uniform load of 1,000 pounds per square foot.
- 4) Electric Crane Power System: is designed for bus bars in power trench for power adequate for the operation of gantry cranes, Electrical power will be provided for 6 to 8 cranes for the total B144-147 wharf of 2,600 linear feet.
- 5) Ship Services: Standard ship services at the wharf include telephone, power, and water hook-up facilities at each berth.

B4 AMP System (NEW for Berths 144-147): designed to provide shore to ship electrical connection facility. AMP connection voltage will be 6.6kv, 3 phase, 60Hz.

2. PAVEMENT SYSTEM

A. Container Yard Paving

- 1) Berths 136-139 – Existing to Remain. **(EXISTING)**

- 2) Berths 142-147 – Existing to be replaced – **(NEW)**: Asphalt concrete over crushed miscellaneous base and compacted subgrade at design slopes between 0.5% and 1.0%. Pavement is designed for loading for two wheels of 125,000 pounds (which includes 25% impact) spaced at 13 feet on-center with a wheel print of 4.95 square feet to support Caterpillar V925 type top-pick container handling equipment operating with a 40 long ton (LT) load and four high stacking of normally loaded containers.
- B. Rail Yard Pavement **(NEW)**: Asphalt concrete over crushed miscellaneous base and compacted subgrade at design slopes between 0.5% and 1.0%. Pavement is designed for loading for two wheels of 125,000 pounds (which includes 25% impact) spaced at 13 feet on-center with a wheel print of 4.95 square feet to support Caterpillar V925 type top-pick container handling equipment operating with a 40 long ton (LT) load and four high stacking of normally loaded containers.
- C. Gate Complex Pavement **(NEW)**: Concrete pavement over crushed miscellaneous base and compacted subgrade at 2% maximum slopes. High use truck areas designed to support traffic for trucks handling 40 LT containers with total loads matching the maximum legal limit on public roadways or AASHTO HS20-44.
- D. Vehicle Parking Area Pavement: Asphalt concrete over crushed miscellaneous base and compacted subgrade at maximum design slope of 2%. Pavement designed to support private automobile and light truck traffic. This standard is used for existing improvements and will be used for new improvements, as applicable.

3. GATE COMPLEX

A. MAIN GATE **(NEW)**

- 1) Approximately 8 inbound and 2 bi-directional and 6 outbound lanes
- 2) 6 truck scales
- 3) 1 guard booth
- 4) Customs Inspection Area
- 5) Canopy structures
- 6) Concrete pedestals for communications and cameras
- 7) Optical Character Recognition (OCR) structure
- 8) Prefabricated storage units
- 9) Radiation Portal Monitor (RPM) structure (including conduit and pedestals)
- 10) Equipment not provided by City: (i.e. cameras, RPM equipment, AEI equipment, PA, telecommunication, and all other terminal equipment)

B. PIER A STREET GATE **(NEW)**

1. 4 in-bound and out-bound lanes
2. 1 guard booth

3. 3 truck scales
4. Access roadway: 24' access roadway along the ICTF

4. TERMINAL BUILDING AND STRUCTURES

- A. Administration Building (**NEW**): approximately 20,000 square foot, 4-story, LEED certified office building, including solar photovoltaic systems, flooring, paint, HVAC, mechanical, plumbing, electrical, lighting, landscaping, and irrigation.
- B. Maintenance and Repair Facility - Existing to remain (**EXISTING**): approximately 28,000 square foot, 1-story repair shop and 2-story offices and parts room, including an approx. 10,000 square foot road-ability station.
- C. Marine Building @ B137 - Existing to remain (**EXISTING**): approximately 4,600 square foot, 1-story building.
- D. Crane Maintenance Building @ B142 (**NEW**): approximately 5,000 square foot, 1-story maintenance and office building, including restroom.
- E. Driver Service Building (**NEW**): approximately 1,000 square foot, 1-story building, including restroom.
- F. Yard Operations Building (**NEW**): approximately 5,700 square foot, 1-story office building, including restroom.
- G. Pedestrian Bridge (**NEW**): provides pedestrian access from terminal labor parking to the terminal, over existing railroad tracks.
- H. Tenant Provided Items and Equipment: office cubicles, office equipment, furniture, bridge cranes, shop equipment, security, and all other related items.

5. EQUIPMENT AND VEHICLE PARKING

- A. Administration Building: parking spaces, in compliance with City of Los Angeles Department of Building and Safety, will be provided for the administration building employees and visitors, including lighting, landscaping, and irrigation. This standard is used for existing improvements and will be used for new improvements, as applicable.
- B. Terminal Labor: up to 400 parking spaces will be provided for terminal labor, including lighting, landscaping, and irrigation. This standard is used for existing Improvements and will be used for new improvements, as applicable.
- C. Equipment Parking: for marine and container yard equipment will be provided, location shall be per tenant input.

6. ICTF (**NEW**)

- A. 8 working tracks (each track with 8 cars@ 309 feet; 2,550 linear feet of working tracks)
- B. 136 lb. continuously welded rail trackage
- C. Compressed air system

- D Electric switches
- E "Blue flag " protection
- F Train-In-Motion System (TIMs)
- G Rail Mounted Gantry (RMG) infrastructure with communications and control conduits to Yards Ops building
- H Grounded buffer stacks with RMG infrastructure
- I Container yard pavement (refer to Pavement System)
- J Fire protection system (refer to Utilities)
- K Lighting designed to container yard lighting standards (refer to Utilities)
- L Storage tracks will be provided as part of the Rear Berth 200 Railyard project

7. UTILITIES

- A Water and Fire Protection System: is designed in compliance with latest editions of the Los Angeles City Plumbing Code and Los Angeles City Fire Code. The fire protection system is designed for three adjacent hydrants flowing simultaneously at the same time with a minimum combined flow of 4,500 gallons per minute at 20 pounds per square inch. This standard is used for existing improvements and will be used for new improvements, as applicable.
- B Drainage System: includes a hydrological study and hydraulic calculations. The design frequency is 10 year rainfall frequency
 - 1) Trench drain (**NEW@ B142-147**): alignments are parallel and perpendicular to the wharf.
 - 2) Standard Urban Stormwater Mitigation Plan (SUSMP) (**NEW @ B142- 147**): implemented. This standard is used for existing improvements and will be used for new improvements, as applicable.
- C Sanitary Sewer System: is designed with gravity and force main piping to handle flow from all buildings, in compliance with City of Los Angeles Department of Public Works. This standard is used for existing improvements and will be used for new improvements, as applicable.
- D Power Distribution System: main electrical service to the terminal will be 4,160 Volts with on-site transformers and underground conduit to buildings, container yard, and light poles. AMP service and crane power system, including transformers and underground conduit will be separate from yard and building systems. This standard is used for existing improvements and will be used for new improvements, as applicable.
- E Container yard lighting: Is designed with 100 foot high mast poles (HMP) in a grid pattern to provide an average lighting level of 3.5 to 5 foot-candles at the pavement

surface. This standard is used for existing improvements and will be used for new improvements, as applicable.

F Irrigation System: is provided for landscaping for buildings and personal owned vehicle (POV) parking. This standard is used for existing improvements and will be used for new improvements, as applicable.

G Communication Infrastructure: communication conduits between buildings and light poles. The wiring and equipment will be provided by the tenant. This standard is used for existing improvements and will be used for new improvements, as applicable.

8. FENCING

A Security Fencing: around the perimeter of the leased area will be 8 feet high (5'-4" chain link fence on k-rail) with 1 foot barbed wire extension on top. This standard is used for existing improvements and will be used for new improvements, as applicable.

B Internal fencing within the leased area will be 8 feet high chain link fence. This standard is used for existing improvements and will be used for new improvements, as applicable.

9. REEFERS

A Rear berth 136 - Existing to remain - **(EXISTING)**: approximately 458 reefer plugs.

B Rear berths 144-147 **(NEW)**: approximately 210 reefer plugs in the RMG stacking area.

10. SIGNAGE, STRIPING, AND WHEEL STOPS

A Signage: Standard terminal signage will be provided.
This standard is used for existing improvements and will be used for new improvements, as applicable.

B Striping is designed to Caltrans standard traffic paint. Paint will be highly reflective.
Striping shall be per tenant input.

1) Wharf striping shall be thermoplastic.

2) Terminal yard and parking striping shall be conventional traffic paint. This standard is used for existing improvements and will be used for NEW improvements, as applicable.

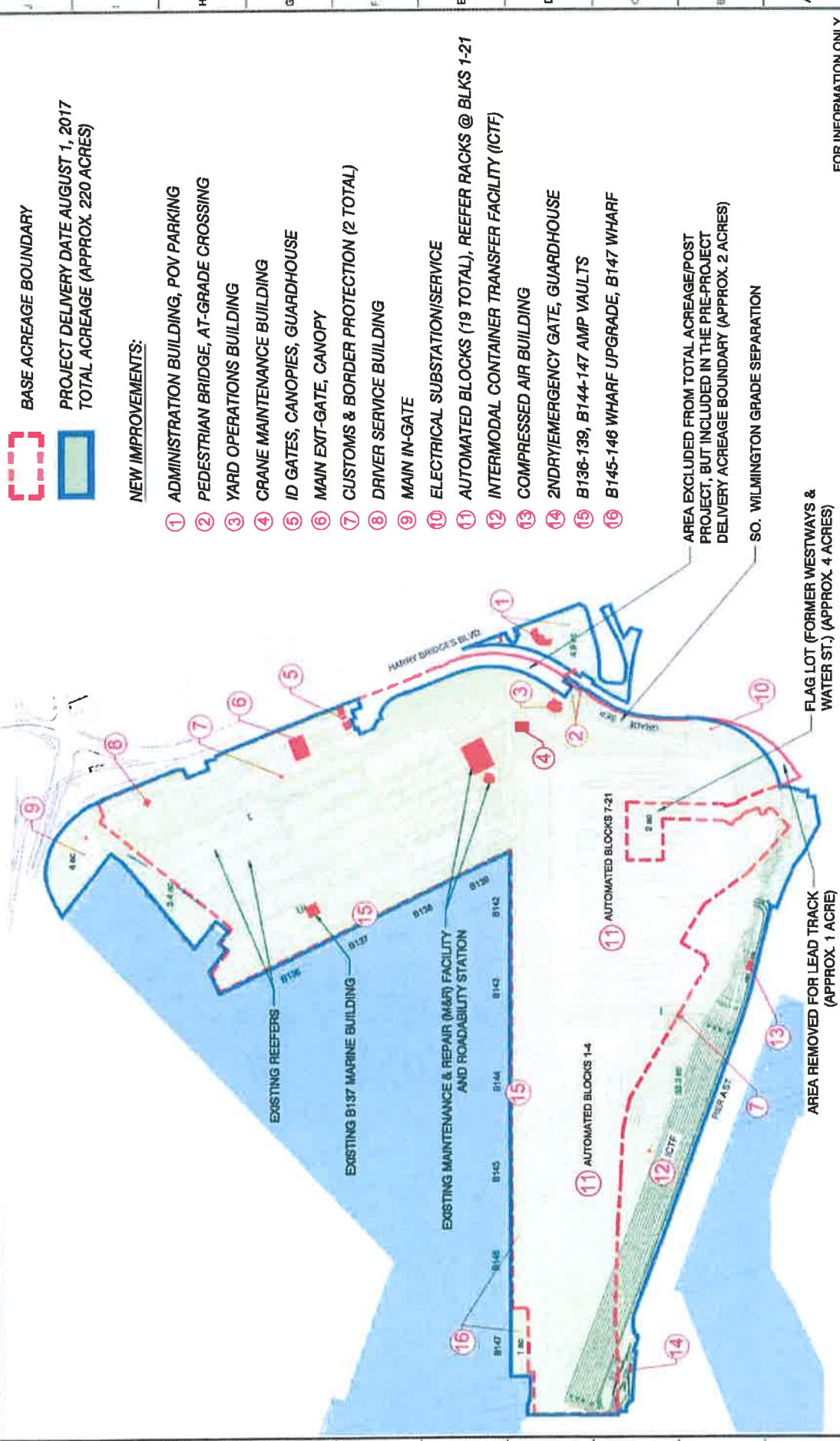
C Wheel Stops: Anchored wheel stops are provided within the wheeled container yard and POV parking as required. This standard is used for existing improvements and will be used for NEW improvements, as applicable.

11. RAIL MOUNTED GANTRY (RMG) INFRASTRUCTURE (NEW)

- A Berths 142-147 (**NEW**): Approximately up to 20,000 lineal feet of RMG runway (as shown on the attached layout), including all necessary electrical infrastructure to provide power to the cranes, communications, and control conduits to the Yards Ops building.
- B The layout of the runways is parallel and perpendicular to the wharf at Berths 142-147.
- C Tenant provided items and equipment: RMG cranes, and all other necessary equipment, communication and control systems to operate the RMG cranes.

12. CITY-CONSTRUCTED IMPROVEMENTS*

- A Grade Separation in South Wilmington that traverses the TraPac premises to carry vehicular traffic over railroad tracks to Port terminals.
- A1 LED safety lighting and associated conduit and wiring that was constructed and attached to the aforementioned Grade Separation in South Wilmington by TraPac. Related LED lighting infrastructure not physically attached to the grade separation (underground conduit and switching) remains a TENANT owned improvement and lighting attached to the grade separation is a CITY owned and maintained improvement.
- B Rear Berth 200 Rail Yard (relocation of the Pier A rail yard, including yard site development and tracks, yard office building and diesel engine service facility, storage tracks, and mainline track improvements).



BASE ACREAGE BOUNDARY

PROJECT DELIVERY DATE AUGUST 1, 2017
TOTAL ACREAGE (APPROX. 220 ACRES)

NEW IMPROVEMENTS:

- 1 ADMINISTRATION BUILDING, POV PARKING
- 2 PEDESTRIAN BRIDGE, AT-GRADE CROSSING
- 3 YARD OPERATIONS BUILDING
- 4 CRANE MAINTENANCE BUILDING
- 5 ID GATES, CANOPIES, GUARDHOUSE
- 6 MAIN EXIT-GATE, CANOPY
- 7 CUSTOMS & BORDER PROTECTION (2 TOTAL)
- 8 DRIVER SERVICE BUILDING
- 9 MAIN IN-GATE
- 10 ELECTRICAL SUBSTATION/SERVICE
- 11 AUTOMATED BLOCKS (19 TOTAL), REEFER RACKS @ BLKS 1-21
- 12 INTERMODAL CONTAINER TRANSFER FACILITY (ICTF)
- 13 COMPRESSED AIR BUILDING
- 14 2NDRY/EMERGENCY GATE, GUARDHOUSE
- 15 B136-139, B144-147 AMP VAULTS
- 16 B145-146 WHARF UPGRADE, B147 WHARF

AREA EXCLUDED FROM TOTAL ACREAGE/POST PROJECT, BUT INCLUDED IN THE PRE-PROJECT DELIVERY ACREAGE BOUNDARY (APPROX. 2 ACRES)

SO. WILMINGTON GRADE SEPARATION

FLAG LOT (FORMER WESTWAYS & WATER ST.) (APPROX. 4 ACRES)

AREA REMOVED FOR LEAD TRACK (APPROX. 1 ACRE)

FOR INFORMATION ONLY

PROJECT NO. 1306-1317		SHEET NO. 1306-1317	
DATE: 11/11/10		SCALE: AS SHOWN	
PROJECT: TRAPAC CONTAINER TERMINAL - PREMISES		EXHIBIT: B-1	
		TRAPAC ENGINEERING DIVISION 401 S. HIGH STREET, SUITE 200, WILMINGTON, DE 19801 TEL: 302.436.1300 FAX: 302.436.1301	

ATTACHMENT 2

(for Exhibit K-2)

LOS ANGELES HARBOR DEPARTMENT

OPERATIONAL MITIGATION MEASURES

**Berth 136-147 [TraPac] Container
Terminal Project**

Compliance and Reporting Plan

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Operational Mitigation Measures

This Compliance and Reporting Plan of the Berth 136-147 Operational Mitigation Measures adopts and incorporates by reference all terms defined in the agreement to which it has been attached, namely the lease between the City of Los Angeles, on one hand, and TraPac, Inc., on the other ("Agreement"). As required by the Berth 136-147 [TraPac] Container Terminal Project Environmental Impact Report (EIR) and the Agreement, the Tenant shall adhere to certain environmental mitigation measures contained herein.

This Compliance and Reporting Plan of the Berth 136-147 Operational Mitigation Measures defines the applicable mitigation measures and establishes the reporting requirements for Tenant. All mitigation measures must be tracked through mitigation reporting forms found on Page 16 of this document. These mitigation measures are specific to the Premises and are in addition to all environmental measures detailed in the ECP. Mitigation reporting forms shall be organized, tracked, and monitored through Tenant's ECP. Forms, and all required verification documents, shall be submitted to City according to the timetables established and identified in each measure.

City reserves the right, in conjunction with Tenant, to modify reporting requirements, and identify additional measures, practices or project elements to further reduce environmental impacts.

Mitigation Measures

I. SHIP MEASURES

A. Alternative Maritime Power (AMP) (MM AQ-6):

Section 1. Definitions

- 1.1 “AMP” is an abbreviation of “Alternative Maritime Power” and refers generally to the utilization of shore-supplied electrical power, as opposed to bunker or other fuels, exclusively, to meet electrical needs of vessels berthed at the Port of Los Angeles (“Port”).
- 1.2 “AMP-Approved Vessel” shall mean any vessel that calls at the Premises, whether owned and/or operated by Tenant or Tenant’s invitees, and that is outfitted with AMP Equipment which Executive Director has acknowledged in writing as having been actually demonstrated to City to be capable of exclusively utilizing electrical power supplied by the Port AMP Infrastructure, as opposed to bunker or other fuels, while berthed at the Port. The sufficiency of such actual demonstration shall be within the sole reasonable discretion of Executive Director.
- 1.3 “Port AMP Infrastructure” shall mean infrastructure installed by the Port at the Premises that allows commercial vessels to connect to shore-supplied electrical power.
- 1.4 “AMP Equipment” shall mean that certain ship equipment installed on AMP-Approved Vessels that allows such vessels to utilize shore-supplied electrical power, as opposed to bunker or other fuels, exclusively, to meet electrical needs while berthed at the Port.
- 1.5 “AMP Hour” shall mean a 60-minute period, calculated in 15 minute increments, during which an AMP-Approved Vessel, while berthed at the Premises, exclusively utilizes electrical power supplied by Port AMP Infrastructure as opposed to bunker or other fuels, to meet vessel electrical needs.
- 1.6 “Total Annual Vessel Hours” shall mean the total number of hours, calculated in increments of 15 minutes, an AMP-Approved Vessel remains at berth at the Premises within a given calendar year.

Section 2. Call Requirements

- 2.1 Only AMP-Approved Vessels shall be allowed to connect to Port AMP Infrastructure. Accordingly, only AMP-Approved Vessels may register AMP Hours.
- 2.2 Notwithstanding the provisions of the mitigation measure denominated AQ-18b, when AMP-Approved Vessels call at the Premises, such vessels shall exclusively utilize electrical power supplied by the Port AMP Infrastructure, as opposed to bunker or other fuels, while berthed at the Port.
- 2.3 In the calendar year following City’s written notice to Tenant of completion of Port AMP Infrastructure, not less than 25% of Total Annual Vessel Hours shall be AMP Hours.

- 2.4 In the calendar year following the first anniversary of the City's written notice to Tenant of completion of Port AMP Infrastructure, not less than 50% of Total Annual Vessel Hours shall be AMP Hours. Additionally, in the calendar year following the first anniversary of the Effective Date and thereafter for the remaining term of the Agreement and/or any holdover, all vessels calling at the Premises retrofitted with AMP Equipment shall utilize shore-supplied electrical power, as opposed to bunker or other fuels, exclusively, at all times while berthed at the Port, subject to the availability of Port AMP Infrastructure on the Premises
- 2.5 In the calendar year following the third anniversary of the City's written notice to Tenant of completion of Port AMP Infrastructure, not less than 60% of Total Annual Vessel Hours shall be AMP Hours.
- 2.6 By the end of 2015, not less than 80% of Tenant's Total Annual Vessel Hours shall be AMP Hours.
- 2.7 By the end of 2018 and thereafter for the remaining term of the Agreement and/or any holdover, 100% of Total Annual Vessel Hours shall be AMP Hours.

Section 3. Equipment

- 3.1 As part of Tenant's demonstration that a vessel is an AMP-Approved Vessel, Tenant, at its sole cost and expense, shall provide plans and specifications for AMP Equipment reasonably necessary for City to determine compatibility between such AMP Equipment, on one hand, and Port AMP Infrastructure and infrastructure belonging to City's Department of Water and Power, on the other.
- 3.2 City reserves the right to inspect AMP Infrastructure at its sole cost and expense on reasonable advance written notice provided to Tenant and to require Tenant to undertake reasonable maintenance, repair and upgrades at Tenant's sole cost and expense.
- 3.3 City, at Tenant's sole cost and expense, shall construct, maintain and repair the Port AMP Infrastructure.
- 3.4 Tenant, at its sole cost and expense, shall maintain and repair AMP Equipment.
- 3.5 Tenant, at its sole cost and expense, shall pay any and all charges and costs arising out of or related to the consumption of electrical power while its AMP-Approved Vessel(s) is/are connected to the Port AMP Infrastructure.
- 3.6 Tenant, at its sole cost and expense, shall undertake all processes arising out of or related to: the connection of the AMP-Approved Vessel(s) to the Port AMP Infrastructure; energizing electrical power; de-energizing electrical power; and disengaging the AMP-Approved Vessel from the Port AMP Infrastructure. City shall have no involvement or responsibility arising from or related to such processes. Tenant shall comply with City-provided equipment specifications.

Section 4. Tariff

- 4.1 The 15% service charge set forth in Item No. 1210 of the Tariff shall not apply to consumption of electrical power by AMP-Approved Vessels under the Agreement.

B. Vessel Speed Reduction Program (VSRP) (MM AQ-10):

Section 1. Definitions

- 1.1 "VSRP" consists of an abbreviation of "vessel speed reduction program."
- 1.2 "Precautionary Zone" shall mean the waters enclosed by a line connecting Point Fermin Light (33-42.3N, 118-17.6W) along the shoreline to the San Pedro breakwater and the middle breakwater (following the COLREGS demarcation lines) to Long Beach Channel entrance light "2" (33-43-4N, 118- 10.8W) southeast to 33-37.7N, 118-06.6W; southwesterly to 33-35.5N 118-08.8W; west to 33-35.5N, 118-17.6W; north to the point of origin (Exhibit "K-2-1").
- 1.3 "Total Annual Vessel Calls" shall mean each and every vessel call at the Premises within a given calendar year.

Section 2. Requirements

- 2.1 Within six months of the Effective Date and thereafter for the remaining term of the Agreement and/or any holdover, not less than 95% of Total Annual Vessel Calls moving to or from the Premises shall limit their speed to a velocity not to exceed 12 knots between 40 nm of Point Fermin and the precautionary area (Exhibit "K-2-1").

C. Low-Sulfur Fuel (MM AQ-11):

Section 1. Definitions

- 1.1 "Low-Sulfur Fuel" shall mean fuel with a maximum sulfur content of 0.2 percent.
- 1.2 "Precautionary Zone" shall mean the waters enclosed by a line connecting Point Fermin Light (33-42.3N, 118-17.6W) along the shoreline to the San Pedro breakwater and the middle breakwater (following the COLREGS demarcation lines) to Long Beach Channel entrance light "2" (33-43-4N, 118- 10.8W) southeast to 33-37.7N, 118-06.6W; southwesterly to 33-35.5N 118-08.8W; west to 33-35.5N, 118-17.6W; north to the point of origin (Exhibit "K-2-1").
- 1.3 "Hoteling" shall mean the operation of vessel main engines, auxiliary engines and/or boilers while at berth at the Premises.
- 1.4 "Frequent-Caller Vessels" shall mean vessels that berth at the Premises three (3) or more times in any given calendar year.
- 1.5 "Total Annual Vessel Calls" shall mean each and every vessel call at the Premises within a given calendar year.

Section 2. Requirements

- 2.1 In the calendar year following the Effective Date, not less than 20% of Total Annual Vessel Calls shall be undertaken by vessels that use Low-Sulfur Fuel in auxiliary engines, main engines,

and boilers between 40 nm from Point Fermin and the Premises and, for vessels not under Alternative Maritime Power while at berth, while hoteling at the Premises.

- 2.2 In the calendar year following the first anniversary of the Effective Date, 30% of Total Annual Vessel Calls shall be undertaken by vessels that use Low-Sulfur Fuel in auxiliary engines, main engines, and boilers between 40 nm from Point Fermin and Premises and, for vessels not under Alternative Maritime Power while at berth, while hoteling at the Premises.
- 2.3 By the end of 2012, not less than 50% of Total Annual Vessel Calls shall be undertaken by vessels that use Low-Sulfur Fuel in auxiliary engines, main engines, and boilers between 40 nm from Point Fermin and the Premises and, for vessels not under Alternative Maritime Power while at berth, while hoteling at the Premises. Additionally, by 2012, 100% of all Frequent-Caller Vessels that use the Premises shall use Low-Sulfur Fuel in auxiliary engines, main engines, and boilers between 40 nm of Point Fermin and the Premises and, for vessels not under Alternative Maritime Power while at berth, while hoteling at the Premises.
- 2.4 By the end of 2015 and thereafter for the remaining term of the Agreement and/or any holdover, 100% of Total Annual Vessel Calls shall be undertaken by vessels that use Low-Sulfur Fuel in auxiliary engines, main engines, and boilers between 40 nm from Point Fermin and the Premises and, for vessels not under Alternative Maritime Power while at berth, while hoteling at the Premises

D. Slide Valves (MM AQ-12):

Section 1. Definitions

- 1.1 "Slide Valve" shall mean a valve designed to reduce sac volume in fuel valves of main engines of vessels specific to Man B&W two-stroke marine engines.
- 1.2 "Slide Valve Equivalent" shall mean an engine retrofit device designed to reduce the sac volume in fuel valves of main engines of vessels in Category 3 marine engines.
- 1.3 "Frequent-Caller Vessels" shall mean vessels that berth at the Premises three (3) or more times in any given calendar year.
- 1.4 "Total Annual Vessel Calls" shall mean each and every vessel call at the Premises within a given calendar year.

Section 2. Requirements

- 2.1 Within six months of the Effective Date, not less than 15% of Total Annual Vessel Calls shall be undertaken by vessels equipped with Slide Valves or Slide Valve Equivalents on main engines.
- 2.2 In the calendar year following the second anniversary of the Effective Date, not less than 50% of total annual vessel calls shall be equipped with Slide Valves or Slide Valve Equivalents on main engines. Additionally, in the calendar year following the first anniversary of the Effective Date, 100% of all Frequent-Caller Vessels using the Premises shall be equipped with Slide Valves or Slide Valve Equivalents on main engines

- 2.3. By the end of 2015 and thereafter for the remaining term of the Agreement and any holdover, not less than 95% of all vessels using the Premises shall be equipped with Slide Valves or Slide Valve Equivalents on main engines.

E. New Vessel Builds (MM AQ-13):

Section 1. Definitions

- 1.1 “Emission control devices/technology and design parameters” shall include, but are not limited to:
1. Selective Catalytic Reduction (SCR) Technology
 2. Exhaust Gas Recirculation
 3. In-line Fuel Emulsification Technology
 4. Diesel Particulate Filters (DPFs) or Exhaust Scrubbers
 5. Common Rail
 6. Low NOx Burners for Boilers
 7. Implementation of Fuel Economy Standards by Vessel Class and Engine
 8. Diesel-Electric Pod Propulsion Systems
- 1.2 “GHG Emissions” shall mean emissions of the following: Carbon dioxide (CO₂), Methane (CH₄), Nitrous oxide (N₂O), Hydrofluorocarbons (HFCs), Perfluorocarbons (PFCs), and Sulfur hexafluoride (SF₆).

Section 2. Requirements

- 2.1 To reduce emissions of diesel particulate matter, NO_x, and SO_x from main and auxiliary engines, and boiler engines, emission control devices/technology and design parameters shall be considered prior to all new vessels purchased by any entity calling at the Premises.
- 2.2 In connection with the purchase or acquisition of such new vessels, the purchaser shall confer with the vessel designer and engine manufacturer to determine the feasibility of incorporating all emission control devices/technology and design parameters when ordering new vessels bound for the Premises. Such technology shall be designed to reduce criteria pollutant emissions (NO_x, SO_x and PM) and GHG emission (CO, CH₄, O₃ and CFCs).

F. Reroute Cleaner Ships (MM AQ-15):

Section 1. Definitions

- 1.1. “IMO MARPOL Annex VI NO_x Emissions Limits” shall mean marine engines meeting NO_x standards as defined by the International Convention for the Prevention of Pollution from Ships (MARPOL) Annex VI (adopted September 1997, enforced May 2005) as defined by the NO_x Technical Code.
- 1.2 “Category 3 Engines” shall mean marine diesel engines with per-cylinder displacement at or above 30 liters.
- 1.3 “Total Annual Vessel Calls” shall mean each and every vessel call at the Premises within a given calendar year.

Section 2. Requirements

- 2.1 By the end of one year after the Effective Date and thereafter for the remaining term of the Agreement or any holdover, 100% of Total Annual Vessel Calls of vessels built in year 2000 or afterwards shall meet IMO MARPOL Annex VI NOx Emissions Limits for Category 3 Engines.
- 2.2 By the end of 2011 and thereafter for the remaining term of the Agreement or any holdover, and in conjunction with the IMO regulations, not less than 75% of Total Annual Vessel Calls shall meet IMO MARPOL Annex VI NOx Emissions Limits for Category 3 Engines.

II. TERMINAL EQUIPMENT MEASURES

A. Yard Tractors (MMAQ-7):

Section 1. Definitions

- 1.1 "Yard Tractor" shall mean any off-road mobile utility vehicle used to handle cargo containers whether or not such containers are affixed to chassis which sometimes also are referred to as utility tractor rigs or UTRs, yard trucks, yard goats, yard hostlers, yard hustlers or prime movers.
- 1.2 "Cleanest-Available NOx Diesel-Fueled Engine" shall mean a NOx diesel-fueled engine which, in the sole reasonable discretion of Executive Director, is the cleanest commercially available diesel-fueled engine of its type at the time such engine was purchased for use on the Premises.
- 1.3 "Cleanest-Available Alternative-Fueled Engine" shall mean an engine powered by fuel other than diesel fuel which, in the sole reasonable discretion of Executive Director, is the cleanest commercially available alternative-fueled engine of its type at the time such engine was purchased for use on the Premises.
- 1.4 "PM" is an abbreviation of "particulate matter."
- 1.5 "Cleanest-Available VDEC" shall mean emission control devices verified through the California Air Resources Board's Verified Diesel Emission Control (VDEC) program.
- 1.6 "Tier 4 Standards" shall mean the emissions standards promulgated by the United States Environmental Protection Agency in "Control of Emissions of Air Pollution from Non-road Diesel Engines and Fuel; Final Rule" (Vol. 69, No. 124 Fed. Reg. pp. 38957-39273, June 29, 2004) which harmonize with the final amended emission standards for newly manufactured off-road engines approved by the California Air Resources Board on December 12, 2004.

Section 2. Requirements

- 2.1 Upon the Effective Date of the Agreement and until December 30, 2010, Yard Tractors purchased by or on behalf of Tenant for use at the Premises shall be equipped with either: (1) the Cleanest-Available Alternative-Fueled Engine meeting 0.015 Gm/Hp-Hr for PM; or (2) the Cleanest-Available NOx Diesel-Fueled Engine meeting 0.015 Gm/Hp-Hr for PM. If no commercially available engines meet 0.015 Gm/Hp-Hr for PM, any Yard Tractors purchased

on or after the Effective Date which operate on the Premises shall possess the cleanest commercially available engines (either fuel type) and shall possess the Cleanest-Available VDEC.

- 2.2 On December 31, 2010 and thereafter for the remaining term of the Agreement and/or any holdover, all Yard Tractors which operate on the Premises shall, at minimum, meet the Tier 4 Standards.
- 2.3 During the term of this Agreement and/or any holdover, if Tenant desires to deploy new Yard Tractors on the Premises, prior to such deployment, Tenant shall meet and confer with City to ensure that such new Yard Tractors are the cleanest commercially available.

B. Yard Equipment (MM AQ-8):

Section 1. Definitions

- 1.1 "Yard Equipment" shall mean the totality of motorized equipment other than Yard Tractors (as defined in MM AQ-7) that physically handles cargo containers on the Premises and that includes but is not limited to yard trucks, top handlers, side handlers, reach stackers, forklifts and rubber-tired gantry cranes. As defined in MM AQ-7 and MM AQ-8, Yard Tractors and Yard Equipment together constitute the entire universe of motorized cargo-handling equipment capable of operating on the Premises.
- 1.2 "Cleanest-Available NOx Diesel-Fueled Engine" shall mean a NOx diesel-fueled engine which, in the sole reasonable discretion of Executive Director, is the cleanest commercially available diesel-fueled engine of its type at the time such engine was purchased for use on the Premises.
- 1.3 "Cleanest-Available Alternative-Fueled Engine" shall mean an engine powered by fuel other than diesel fuel which, in the sole reasonable discretion of Executive Director, is the cleanest commercially available alternative-fueled engine of its type at the time such engine was purchased for use on the Premises.
- 1.4 "PM" is an abbreviation of "particulate matter."
- 1.5 "Cleanest-Available VDEC" shall mean emission control devices verified through the California Air Resources Board's Verified Diesel Emission Control (VDEC) program.
- 1.6 "Tier 4 Standards" shall mean the emissions standards promulgated by the United States Environmental Protection Agency in "Control of Emissions of Air Pollution from Non-road Diesel Engines and Fuel; Final Rule" (Vol. 69, No. 124 Fed. Reg. pp. 38957-39273, June 29, 2004) which harmonize with the final amended emission standards for newly manufactured off-road engines approved by the California Air Resources Board on December 12, 2004.

Section 2. Requirements

- 2.1 Upon the Effective Date and until December 30, 2012, Yard Equipment purchased by or on behalf of Tenant for use at the Premises shall be equipped with either (1) the Cleanest-Available Alternative-Fueled Engine meeting 0.015 Gm/Hp-Hr for PM or (2) the Cleanest-Available NOx Diesel-Fueled Engine meeting 0.015 Gm/Hp-Hr for PM. If no commercially available engines meet 0.015 Gm/Hp-Hr for PM, any new Yard Equipment purchased on or

after the Effective Date which operate on the Premises shall possess the cleanest commercially available engines (either fuel type) and will have the Cleanest-Available VDEC.

- 2.2 On and after December 31, 2012, all Yard Equipment (other than Yard Tractors) operating on the Premises equipped with engines of less than 750 horsepower shall, at minimum, meet the Tier 4 Standards.
- 2.3 On and after December 31, 2014 and thereafter for the remaining term of the Agreement and/or any holdover, all Yard Equipment (including Yard Tractors) operating on the Premises shall, at minimum, meet the Tier 4 Standards.
- 2.4 During the term of this Agreement and any/or holdover, if Tenant desires to deploy new Yard Equipment on the Premises, prior to such deployment, Tenant shall meet and confer with City to ensure that such new Yard Equipment is the cleanest commercially available.

C. Refrigerated Containers (MM AQ-27):

Section 1. Definitions

- 1.1 "Refrigerated Container" shall mean a container used in intermodal freight transport for transportation of temperature-sensitive cargo.
- 1.2 "Backlands" shall mean the Premises excluding the wharf area.

Section 2. Requirements

- 2.1 Tenant, within six months following the Effective Date, shall develop and submit to City a written protocol, which shall be approved in writing by Executive Director, to check all Refrigerated Containers on the Backlands on a daily basis to check for refrigerant leaks. Such written protocol shall require Tenant, at its sole cost and expense, to immediately repair the leak and to cleanup the leaked refrigerant. Such requirement is in addition to and not as a replacement for any of the requirements of the Agreement's Section 6.

III. TRUCK MEASURES

A. Heavy-Duty Trucks (MM AQ-9):

Section 1. Definitions

- 1.1 "Heavy-Duty Diesel Truck" shall mean an on-road diesel engine truck with a gross vehicle weight (GVW) greater than 33,000 pounds.

Section 2. Requirements

- 2.1 Tenant shall comply with the Port's Clean Truck Program as implemented in the Tariff. Tenant shall prohibit all trucks banned under the Tariff from entering the Premises' gate. Tenant shall install RFID readers and maintain a log of all trucks entering the Premises six months following the Effective Date and thereafter for the remaining term of the Agreement and/or any holdover.

B. Truck Idling (MM AQ-16):

Section 1. Definitions

- 1.1 This exhibit adopts and incorporates by reference all terms defined in the Agreement.
- 1.2 "Truck Idling" shall mean any time a diesel Heavy-Duty Truck (33,000 GVW) engine is running when it is parked or not in use.
- 1.3 "Reduced" shall mean Truck Idling per truck is less than thirty (30) minutes total while on the Premises, or ten (10) consecutive minutes at any given time while on the Premises.

Section 2. Requirements

- 2.1 Within six months following the Effective Date and thereafter for the remaining term of the Agreement and/or any holdover, Tenant shall ensure that Truck Idling is reduced to less than thirty (30) minutes in total or ten (10) minutes at any given time while on the Premises through measures that include but are not limited to the following: (1) Tenant's maximization of the durations when the main gates are left open, including during off-peak hours (6pm to 7am), (2) Tenant's implementation of a container tracking and appointment-based truck delivery and pick-up system to minimize truck queuing (trucks lining up to enter and exit the terminal's gate), and (3) Tenant's design of its main entrance and exit gates to exceeds the average hourly volume of trucks that enter and exit the gates (truck flow capacity) to ensure queuing is minimized.

IV. TERMINAL AND BUILDING MEASURES

A. Energy Audit (MMAQ-21):

Section 1. Definitions

- 1.1 "Energy Audit" shall mean an inspection, survey and analysis of energy flows in a building, process or system with the objective of understanding the energy dynamics of the system under study. The energy audit shall be conducted by a certified individual(s) and shall identify opportunities to reduce the amount of energy input into the system without negatively impacting the output(s) and to prioritize the energy uses according to the greatest to least cost- effective opportunities for energy savings. The energy audit shall recommend energy savings technology.
- 1.2 "Power-Saving Technology" shall mean any technology designed to reduce overall power consumption.
- 1.3 "Power-Factor Correction Systems" shall mean the process of adjusting the characteristics of electric loads in order to improve power factor so that it is closer to unity. Power-factor correction may be applied either by an electrical power transmission utility to improve the stability and efficiency of the transmission network; or, correction may be installed by individual electrical customers to reduce the costs charged to them by their electricity supplier. A high power factor is generally desirable in a transmission system to reduce transmission losses and improve voltage regulation at the load.

- 1.4 "Lighting-Power Regulators" shall mean any technology designed to regulate light use to reduce lighting levels, such as light/motion sensors.

Section 2. Requirements

- 2.1 Tenant shall conduct an Energy Audit every five (5) calendar years following the Effective Date for the term of the Agreement and/or any holdover. The Energy Audit results shall be submitted to City. Based on the results of the audit, Tenant shall work with City to implement all feasible Power-Saving Technology, including but not limited to Power-Factor Correction Systems and Lighting-Power Regulators.

B. Recycling (MM AQ-23):

Section 1. Definitions

- 1.1 "Terminal Buildings" shall mean all buildings under Tenant's control on the Berth 136-147 terminal.
- 1.2 "Waste" to be recycled shall include: (a) white and colored paper; (b) Post-it ® notes; (c) magazines; (d) newspaper; (e) file folders; (f) all envelopes including those with plastic windows; (g) all cardboard boxes and cartons; (h) all metal and aluminum cans; (i) glass bottles and jars; and (j) all plastic bottles.

Section 2. Requirements

- 2.1 By the end of 2012, Tenant shall ensure a minimum of 40 percent of all waste generated in all buildings on the Premises is recycled.
- 2.2 By the end of 2015 and thereafter for the remaining term of the Agreement and/or any holdover, Tenant shall ensure a minimum of 60 percent of all waste generated in all terminal buildings is recycled.

C. Tree Planting (MM AQ-24):

Section 1. Requirements

- 1.1 During the term of the Agreement and/or any holdover, Tenant shall, at its sole cost and expense, maintain all trees planted by City to the reasonable satisfaction of Executive Director.

D. Compact Fluorescent Bulbs (MM AQ-20):

Section 1. Requirements

- 1.1 All interior buildings on the Premises shall exclusively use compact fluorescent light bulbs for ambient lighting within all terminal buildings. Tenant shall also maintain and replace any City-supplied compact fluorescent light bulbs with compact fluorescent light bulbs of substantially similar specifications and quality.

E. Water Conservation (MM PS-5):

Section 1. Requirements

- 1.1 The new LEED certified administrative building shall incorporate additional water conservation measures, such as low-flow toilets. Additionally, the terminal operator shall plant drought-resistant planting and restrict watering to the evening hours.

V. NEW TECHNOLOGY MEASURES

A. Future Technology (MM AQ-17):

Section 1. Definitions

- 1.1 "New Air Quality Technological Advancements" shall mean future technology identified through City's Clean Air Action Plan Technology Advancement Program.

Section 2. Requirements

- 2.1 At the time of City's consideration of any amendment of the Agreement or modification of the Premises (whether such modification occurs through a change to the Premises, a change to improvements on the Premises, the placement of additional improvements on the Premises, or otherwise), Tenant shall review, in terms of feasibility any City-identified or other new emissions-reduction technology, and report back to City through a written document. If such technology is determined by City to be feasible in terms of cost, technical and operational feasibility, Tenant shall work with the City to implement such technology.
- 2.2 As partial consideration for City's issuance of the Agreement, Tenant shall implement not less frequently than once every seven (7) calendar years following the Effective Date, new Air Quality Technological Advancements, subject to the parties' mutual agreement on operational feasibility and cost sharing which shall not be unreasonably withheld.

B. Technology Replacement (MM AQ-18B):

Section 1. Definitions

- 1.1 "CARB-Certified Technology" shall mean emission control devices certified through the California Air Resources Board's Diesel Emission Control Certification program available at <http://www.arb.ca.gov/diesel/verdev/vt/vt.htm>

Section 2. Requirements

- 2.1 With respect to the mitigation measures denominated above as AQ-6, AQ-7, AQ-8, AQ-9, AQ- 10, AQ-11, AQ-12, AQ-13, AQ-15 and AQ-16, if a new technology is deemed by Executive Director in his or her sole reasonable discretion to be a CARB-Certified Technology or City- verified equivalent, Tenant may, at Tenant's sole cost and expense, replace any technology mandated by such mitigation measures in favor of such CARB-Certified Technology.

VI. EMERGENCY RESPONSE MEASURES

A. Emergency Response Plan (MM GEO-1):

Section 1. Requirements.

- 1.1 Tenant shall reasonably cooperate with staff of City's Harbor Department and Port Police to develop tsunami response training and procedures to assure operations personnel will be prepared to act in the event of a large seismic event. Such procedures shall include but not be limited to immediate evacuation in the event that a large seismic event is felt on the Premises.

VII. REPORTING REQUIREMENTS

- 1.1 Tenant shall prepare and submit to City for approval written reports and applicable verification data, as detailed in the Mitigation Reporting Forms, on Measures I(A) through I(F), II(A), II(B), III(A), III(B), IV(B) through IV(D), V(B), and VI(A) commencing on or before the 180th day following the Effective Date and six months thereafter for the term of the Agreement and/or any holdover. Following the Effective Date, City shall provide written notice to Tenant of the dates by which such reports must be prepared and submitted.
- 1.2 Tenant shall prepare and submit to City for approval a written report, as detailed in the Mitigation Reporting Forms, on Measure II(C) on or before the 180th day following the Effective Date.
- 1.3 Tenant shall prepare and submit to City reports and applicable verification data, as detailed in the Mitigation Reporting Forms, on Measure IV(A) on or before the 180th day following the Effective Date and every five calendar years thereafter for the term of the Agreement and/or any holdover.
- 1.4 Tenant shall prepare and submit to City reports and applicable verification data, as detailed in the Mitigation Reporting Forms, on Measure V(A) on or before the 180th day following the Effective Date and every calendar year thereafter for the term of the Agreement and/or any holdover.

Mitigation Reporting Forms

All applicable forms shall be included in the Tenant's Environmental Compliance Plan. Forms shall be submitted to City's Harbor Department upon completion of the applicable measures' requirements and shall include all applicable verification documents.

All forms shall be submitted to:

Environmental Management Division
Port of Los Angeles
425 South Palos Verdes Street
San Pedro CA 90731

Electronic document submittal is encouraged and an email address will be provided following the Effective Date.

I. SHIP MEASURES: Alternative Maritime Power (AMP)

Tenant: TraPac

Project: Berth 136-147 [TraPac] Container Terminal Project

Application for Development Project Log Number: 030127-020 **State Clearinghouse Number:** 2003104005

Measure: AMP (as defined in I(A))

Mitigation Monitoring Frequency: Commencing on the 180th day following the Effective Date of the Agreement and every six months thereafter for the term of the Agreement and/or any holdover.

Mitigation/Reporting Requirement: As required by Section 6 and Exhibit "K" of the Agreement, Tenant shall submit an Environmental Compliance Plan (ECP) for review and approval by City's Harbor Department. The ECP shall include a basic procedure for compiling compliance documents to adhere to the above mitigation measure. Assurance of implementation shall be verified by the environmental manager identified in the ECP. As AMP compliance will be measured in hours, the tenant will be required to submit the total number of ship calls and hours at berth, regardless of whether the vessel complied with the AMP measure.

This form shall be submitted to City's Harbor Department as defined above and accompanied by applicable verification documents including:

- Register of all ships complying with the AMP measure in the preceding six months (including vessel name, and date(s) of AMP hook up, and the total number of hours the vessel remained at berth while using AMP, including the time of AMP engagement and disengagement) including the vessel's name and Lloyd's Ship Register Number
- Register of all ship calls, regardless of whether the vessel complied with the AMP measure, and number of total hours each vessel remained at berth per call.

COMPLIANCE:

By signing this form, I signify that I have complied with the measure as stated above.

Name and Title of Person Completing Form

Signature

Date

Name and Title of Responsible Person

Signature

Date

(For LAHD Staff Use Only)

Form Received By

Title

Date

Date Received in EM: _____

Mitigation Completed?

Yes No

Completion Date

I. SHIP MEASURES: Vessel Speed Reduction Program (VSRP)

Tenant: TraPac

Project: Berth 136-147 [TraPac] Container Terminal Project

Application for Development Project Log Number: 030127-020 **State Clearinghouse Number:** 2003104005

Measure: VSRP (as defined in I(B))

Mitigation Monitoring Frequency: Commencing on the 180th day following the Effective Date of the Agreement and every six months thereafter for the term of the Agreement and/or any holdover.

Mitigation/Reporting Requirement: As required by Section 6 and Exhibit "K" of the Agreement, Tenant shall submit an Environmental Compliance Plan (ECP) for review and approval by City's Harbor Department. The ECP shall include a basic procedure for compiling compliance documents to adhere to the above mitigation measure. Assurance of implementation shall be verified by the environmental manager identified in the ECP.

This form shall be submitted to City's Harbor Department as defined above and accompanied by applicable verification documents including:

- Vessel logs verifying compliance with 12 knot speed limits
- Register of all ships complying with the VSRP measure in the preceding six months (including vessel name and dates of inbound and outbound compliance) including the vessel's name and Lloyd's Ship Register Number

COMPLIANCE:

By signing this form, I signify that I have complied with the measure as stated above.

Name and Title of Person Completing Form

Signature

Date

Name and Title of Responsible Person

Signature

Date

(For LAHD Staff Use Only)

Form Received By _____ Title _____ Date _____

Date Received in EM: _____

Mitigation Completed? Yes No

Completion Date

I. SHIP MEASURES: Slide Valves or Equivalent

Tenant: TraPac

Project: Berth 136-147 [TraPac] Container Terminal Project

Application for Development Project Log Number: 030127-020 **State Clearinghouse Number:** 2003104005

Measure: Slide Valves or Equivalent (as defined in I(D))

Mitigation Monitoring Frequency: Commencing on the 180th day following the Effective Date of the Agreement and every six months thereafter for the term of the Agreement and/or any holdover.

Mitigation/Reporting Requirement: As required by Section 6 and Exhibit "K" of the Agreement, Tenant shall submit an Environmental Compliance Plan (ECP) for review and approval by City's Harbor Department. The ECP shall include a basic procedure for compiling compliance documents to adhere to the above mitigation measure. Assurance of implementation shall be verified by the environmental manager identified in the ECP.

This form shall be submitted to City's Harbor Department as defined above and accompanied by applicable verification documents including:

- Main Engine specifications verifying slide valve or equivalent device,
- For slide valve equivalents, verification that the main engine meets the same emissions standards as a similar ship equipped with slide valves
- Register of all ships complying with the Slide Valve measure in the preceding six months (including vessel name and date of Slide Valve retrofit if applicable) including the vessel's name and Lloyd's Ship Register Number

COMPLIANCE:

By signing this form, I signify that I have complied with the measure as stated above.

Name and Title of Person Completing Form

Signature

Date

Name and Title of Responsible Person

Signature

Date

(For LAHD Staff Use Only)

Form Received By *Title* *Date*

Date Received in EM: _____

Mitigation Completed? Yes No

Completion Date

I. SHIP MEASURES: New Vessel Builds

Tenant: TraPac

Project: Berth 136-147 [TraPac] Container Terminal Project

Application for Development Project Log Number: 030127-020 State Clearinghouse Number: 2003104005

Measure: New Vessel Builds (as defined in I(E))

Mitigation Monitoring Frequency: Commencing on the 180th day following the Effective Date of the Agreement and every six months thereafter for the term of the Agreement and/or any holdover.

Mitigation/Reporting Requirement: As required by Section 6 and Exhibit "K" of the Agreement, Tenant shall submit an Environmental Compliance Plan (ECP) for review and approval by City's Harbor Department. The ECP shall include a basic procedure for compiling compliance documents to adhere to the above mitigation measure. Assurance of implementation shall be verified by the environmental manager identified in the ECP.

This form shall be submitted to City's Harbor Department as defined above and accompanied by applicable verification documents including:

- Register of all ships complying with the New Vessel Build measure in the preceding six months (including vessel name and date of vessel build) including the vessel's name and Lloyd's Ship Register Number

COMPLIANCE:

By signing this form, I signify that I have complied with the measure as stated above.

Name and Title of Person Completing Form

Signature

Date

Name and Title of Responsible Person

Signature

Date

(For LAHD Staff Use Only)

Form Received By Title Date

Date Received in EM: _____

Mitigation Completed? Yes No

Completion Date

II. TERMINAL EQUIPMENT MEASURES: Yard Equipment (other than Yard Tractors)

Tenant: TraPac

Project: Berth 136-147 [TraPac] Container Terminal Project

Application for Development Project Log Number: 030127-020 **State Clearinghouse Number:** 2003104005

Measure: Yard Equipment other than Yard Tractors (as defined in II(B))

Mitigation Monitoring Frequency: Commencing on the 180th day following the Effective Date of the Agreement and every six months thereafter for the term of the Agreement and/or any holdover.

Mitigation/Reporting Requirement: As required by Section 6 and Exhibit "K" of the Agreement, Tenant shall submit an Environmental Compliance Plan (ECP) for review and approval by City's Harbor Department. The ECP shall include a basic procedure for complying with such mitigation measure.

Assurance of implementation shall be provided to City's Harbor Department and shall consist of written completion notice. This form shall be accompanied by applicable verification documents including:

- Date of meeting with the City's Harbor Department to discuss Yard Equipment purchases
- Receipts from Yard Equipment purchases
- Yard Equipment specifications including engine certification information

COMPLIANCE:

By signing this form, I signify that I have complied with the measure as stated above.

Name and Title of Person Completing Form

Signature

Date

Name and Title of Responsible Person

Signature

Date

(For LAHD Staff Use Only)

Form Received By *Title* *Date*

Date Received in EM: _____

Mitigation Completed? Yes No

Completion Date

II. TERMINAL EQUIPMENT MEASURES: Refrigerated Containers

Tenant: TraPac

Project: Berth 136-147 [TraPac] Container Terminal Project

Application for Development Project Log Number: 030127-020 **State Clearinghouse Number:** 2003104005

Measure: Refrigerated Containers (as defined in II(C))

Mitigation Monitoring Frequency: Report shall be delivered to the City's Harbor Department on or before the 180th day following the Effective Date.

Mitigation/Reporting Requirement: As required by Section 6 and Exhibit "K" of the Agreement, Tenant shall submit an Environmental Compliance Plan (ECP) for review and approval by City's Harbor Department. The ECP shall include a basic procedure for complying with such mitigation measure.

Assurance of implementation shall be provided to City's Harbor Department and shall consist of written completion notice. This form shall be accompanied by applicable verification documents including:

- Written protocol

COMPLIANCE:

By signing this form, I signify that I have complied with the measure as stated above.

Name and Title of Person Completing Form

Signature

Date

Name and Title of Responsible Person

Signature

Date

(For LAHD Staff Use Only)

Form Received By

Title

Date

Date Received in EM: _____

Mitigation Completed?

Yes No

Completion Date

III. TRUCK MEASURES: Heavy-Duty Trucks

Tenant: TraPac

Project: Berth 136-147 [TraPac] Container Terminal Project

Application for Development Project Log Number: 030127-020 **State Clearinghouse Number:** 2003104005

Measure: Heavy-Duty Trucks (as defined in III(A))

Mitigation Monitoring Frequency: Commencing on the 180th day following the Effective Date of the Agreement and every six months thereafter for the term of the Agreement and/or any holdover.

Mitigation/Reporting Requirement: As required by Section 6 and Exhibit "K" of the Agreement, Tenant shall submit an Environmental Compliance Plan (ECP) for review and approval by City's Harbor Department. The ECP shall include a basic procedure for complying with such mitigation measure.

Assurance of implementation shall be provided to City's Harbor Department and shall consist of written completion notice. This form shall be accompanied by applicable verification documents including:

- Register of all truck calls (in gate only) at the Berth 136-147 terminal denoting the truck's RFID tag number and medallion number.

COMPLIANCE:

By signing this form, I signify that I have complied with the measure as stated above.

Name and Title of Person Completing Form

Signature

Date

Name and Title of Responsible Person

Signature

Date

(For LAHD Staff Use Only)

Form Received By

Title

Date

Date Received in EM: _____

Mitigation Completed?

Yes No

Completion Date

III. TRUCK MEASURES: Truck Idling

Tenant: TraPac

Project: Berth 136-147 [TraPac] Container Terminal Project

Application for Development Project Log Number: 030127-020 **State Clearinghouse Number:** 2003104005

Measure: Truck Idling (as defined in III(B))

Mitigation Monitoring Frequency: Commencing on the 180th day following the Effective Date of the Agreement and every six months thereafter for the term of the Agreement and/or any holdover.

Mitigation/Reporting Requirement: As required by Section 6 and Exhibit "K" of the Agreement, Tenant shall submit an Environmental Compliance Plan (ECP) for review and approval by City's Harbor Department. The ECP shall include a basic procedure for complying with such mitigation measure.

Assurance of implementation shall be provided to City's Harbor Department and shall consist of written completion notice. This form shall be accompanied by applicable verification documents including:

- Report on all measures implemented to reduce idling on the terminal

COMPLIANCE:

By signing this form, I signify that I have complied with the measure as stated above.

Name and Title of Person Completing Form

Signature

Date

Name and Title of Responsible Person

Signature

Date

(For LAHD Staff Use Only)

Form Received By

Title

Date

Date Received in EM: _____

Mitigation Completed?

Yes No

Completion Date

IV. TERMINAL AND BUILDING MEASURES: Recycling

Tenant: TraPac

Project: Berth 136-147 [TraPac] Container Terminal Project

Application for Development Project Log Number: 030127-020 **State Clearinghouse Number:** 2003104005

Measure: Recycling (as defined in IV(B))

Mitigation Monitoring Frequency: Commencing on the 180th day following the Effective Date of the Agreement and every six months thereafter for the term of the Agreement and/or any holdover.

Mitigation/Reporting Requirement: As required by Section 6 and Exhibit "K" of the Agreement, Tenant shall submit an Environmental Compliance Plan (ECP) for review and approval by City's Harbor Department. The ECP shall include a basic procedure for complying with such mitigation measure.

Assurance of implementation shall be provided to City's Harbor Department and shall consist of written completion notice. This form shall be accompanied by applicable verification documents including.

- Waste records
- Receipts from waste collectors including recycling rates
- Report on implemented waste reduction and recycling measures

COMPLIANCE:

By signing this form, I signify that I have complied with the measure as stated above.

Name and Title of Person Completing Form

Signature

Date

Name and Title of Responsible Person

Signature

Date

(For LAHD Staff Use Only)

Form Received By

Title

Date

Date Received in EM: _____

Mitigation Completed?

Yes No

Completion Date

V. NEW TECHNOLOGY MEASURES: Technology Replacement

Tenant: TraPac

Project: Berth 136-147 [TraPac] Container Terminal Project

Application for Development Project Log Number: 030127-020 **State Clearinghouse Number:** 2003104005

Measure: Future Technology (as defined V(B))

Mitigation Monitoring Frequency: Commencing on the 180th day following the Effective Date of the Agreement and every six months thereafter for the term of the Agreement and/or any holdover.

Mitigation/Reporting Requirement: As required by Section 6 and Exhibit "K" of the Agreement, Tenant shall submit an Environmental Compliance Plan (ECP) for review and approval by City's Harbor Department. The ECP shall include a basic procedure for complying with such mitigation measure.

Assurance of implementation shall be provided to City's Harbor Department and shall consist of written completion notice. This form shall be accompanied by applicable verification documents including:

- Report on any meetings with the City's Harbor Department to discuss new identified technology
- If technology is implemented, receipts, certification documents and specification documents to verify purchase and implementation

COMPLIANCE:

By signing this form, I signify that I have complied with the measure as stated above.

Name and Title of Person Completing Form

Signature

Date

Name and Title of Responsible Person

Signature

Date

(For LAHD Staff Use Only)

Form Received By *Title* *Date*

Date Received in EM: _____

Mitigation Completed? Yes No

Completion Date

Exhibit: Precautionary Zone
Insert Figure