

Memorandum of Understanding (MOU) Between the Port of Long Beach and the Port of Los Angeles for Creating a San Pedro Bay (SPB) Universal Trucking Appointment System (UTAS)

Preamble

The Port of Long Beach (POLB) and the Port of Los Angeles (POLA) (individually, a Port, and jointly, the Ports) – under the leadership and guidance of California Governor’s Office of Business and Economic Development (GO-Biz) agree to build a San Pedro Bay (SPB) Universal Trucking Appointment System (UTAS, or Project) that serves the port drayage trucking community as the primary user. This Memorandum of Understanding (MOU) provides guiding principles for the Ports’ implementation of their respective UTAS grant agreements with GO-Biz (Agreement or Agreements).

Port Roles in SPB UTAS

POLB and POLA are separate Harbor Districts managed in trust for the State of California by the Long Beach Board of Harbor Commissioners and Los Angeles Board of Harbor Commissioners, respectively. Each Port is a landlord port to its own separate tenants and manages these tenant relationships separately, as required by law. Each Port controls and manages their respective Port Community Systems (PCS) – the Supply Chain Information Highway at POLB and the Port Optimizer at POLA – which connect directly or indirectly, through third party consultants to their respective container terminals. Further, the parties acknowledge that individual terminals may have their own appointment systems. Neither Port will intrude on a neighboring Port’s connectivity with its respective container terminals without an explicit and written agreement from that neighboring Port and its respective container terminals. Each Port will be responsible for providing access to the appointment systems of their container terminals. Each Port will respect the relationships that the neighboring Port manages with their container terminals, and will not form or support any data connections to terminals pertinent to UTAS at that neighbor Port without the written permission of both the neighbor Port and its respective terminal operator(s). Either Port shall have the right to terminate its participation in the UTAS at any time upon thirty (30) days’ written notice to the other Port.

Transparency

In order to arrive at a working SPB UTAS, it may be necessary to share information about each Port’s technical solutions (which might include development costs and maintenance for shared components, pending vendor agreement) and the functioning of their respective container terminals trucking appointment systems. The Ports will exercise reasonable efforts to maximize transparency while still respecting core intellectual property of technology vendors and respective container terminals. The intention of this technology information sharing is to build trust and ensure that chosen technology solutions do not compromise the systems of other project participants.

Equality

Because the goal is to build and maintain a UTAS for the entire SBP, it is critical that the Ports and their stakeholders are served equally by the investment and relationship. This means that users will be able to access similar if not the same feature-sets (as defined and agreed to by the Ports and their Steering Committees and Technical Advisory Groups) and enjoy the same functionality and performance, excluding limitations imposed by the underlying terminal appointment systems. The Ports will form a base alignment on these feature sets in order to serve truckers equally. The integration points from the UTAS to the PCS should be equally designed and accessed by each Port to fulfill their needs and current functions including, but not limited to, functions planned as a part of this GO-Biz funding opportunity. Outside of the Project, each Port will maintain the right to build independent features in their Port Community System (PCS). Each Port may offer independent features solely for such Port's PCS container terminals functionality so long as the functionality of the UTAS remains consistent.

Access

Design and technical details to be determined at a later time, the Ports will create an interoperable layer that allows users to book appointments within each port's respective PCS and participating container terminals. Access to the interoperable layer shall be available from either Port's solution, there will be an ingress from either system to manage the interoperability layer, subject to future development by the Ports and their contractors with feedback incorporated from stakeholders including the trucking industry and marine terminal operators. The Ports, as landlords, further acknowledge that they, the Ports, do not retain ownership of maritime terminal operator data, systems, and, ultimately, access to the aforementioned. As such, the maritime terminal operators must voluntarily participate in the UTAS effort. The Ports agree to work with their contractors to refine technical solutions and encourage participation to achieve the agreed-upon access goals.

Outside of the operating model to be considered, an authorized user should be able to make an appointment directly with a particular container terminal without utilizing the SPB UTAS.

Vision

As part of the California Port Data Interoperability Grant Program, GO-Biz is awarding funds to POLB and POLA through separate Agreements to bridge the bay and create a single Universal Trucking Appointment System for the San Pedro Bay. The system will serve the needs of the drayage trucking community and marine terminal operators, as well as improve the SPB-wide cargo movement efficiency only for the specific purpose of the UTAS interoperability. The use of the UTAS API shall not be available to power other components of either ports PCS other than specific UTAS interoperability conceived in this MOU.

POLA and POLB will agree on all integration points in the SPB UTAS needed for facilitating appointments and data exchange. The Port Community System integration points will be co-designed in a generic form. Both parties' PCS's will be able to query the same data from the UTAS API's.

The UTAS system should maintain common functionality and will provide access free of charge to trucking/drayage providers in accordance with the respective port's UTAS grant agreements with Go-Biz.

SPB UTAS

When this system is completed, the Ports will have a single UTAS solution that may be white-labelled and will be interoperable, enabling users to access the same unified appointment system through either Port's PCS so that all users draw from the same source of appointments, with no preference or advantage shown to either Port. UTAS integrations, including access to interoperability layer APIs, will be limited to the two ports who are parties to this MOU, and their respective PCS. Information within the UTAS will be managed by a co-governance model that will allow the Ports to solicit trucking community input to ensure the UTAS supports the needs of the trucking/drayage providers.

There will be an ability for users to access and query information that is managed by a co-governance model. This approach allows the Ports the ability to solicit trucking community input to ensure the final model supports truckers' needs the best.

Mobile Access

Mobile accessibility for the universal trucking appointment systems may be planned and once developed, appointment capabilities may be built into existing mobile solutions hosted by the Ports' PCS leveraging the interoperability layer API's.

Project Steering Committee

A long-term Project Steering Committee will be established for the SPB UTAS that acts as a joint body responsible for the delivery of the SPB UTAS, involvement of stakeholders as needed, and as a coordinating space between the Ports.

The Project Steering Committee shall ensure:

- An agreement stating minimum capabilities that SPB UTAS will deliver
- A formalized implementation structure (plan) for delivering the final product of a SPB UTAS
- Delivery of the final UTAS solution
- Marshaling of resources from each Port, subject to respective harbor commission approvals, as appropriate
- The mechanism for dispute resolution
- Operational aspects including:
 - Establishment of data governance policies and documentation
 - Data sharing protocols
 - API Usage agreements
 - Establishment of a systems: Service-level Agreement (SLA), bug-triage protocol, monitoring access, and logs access
 - Coordinate ongoing technical support or helpdesk
 - Protocols for reviewing user feedback, generating public reports
 - Conduct user/stakeholder outreach to solicit input for system design
 - Coordinate cyber security program(s) and implementation plan
 - Maintenance of systems
- Commercial discussions
 - Ensuring a sustainable business model of the bay-wide appointment system managed by the two Ports

- Ownership and licensing agreements of intellectual property
- Cost sharing of future maintenance/enhancements and licensing agreements
- Establishment of a Technical Advisory Group (TAG), consisting of the UNCOMN and Wabtec teams, or sub-contractor, assignment of Port members, and delivery of technical working group collaboration tasks
- Establishment of other advisory groups or sub-committees as needed
- Establish, at a minimum, quarterly convenings of governance model participants
- Generation of quarterly reports through the GO-Biz program reporting template for the duration of the Grant Program. This will additionally include evidence of governance activities and working group technical collaboration task deliverables.

Technical Advisory Group (TAG)

While the governance model is mandated to ensure the delivery of the SPB UTAS, a working group of technical members from each Port will be established with equal representation until the successful deployment of the SPB UTAS and connections to participating terminals. The Technical Advisory Group will aid in the delivery of the SPB UTAS, as well as advise the governance model as needed.

The Technical Advisory Group shall:

- Advise the Project Steering Committee on commercial agreements to be made stemming from technical solutions
- Complete or assist in the technical collaboration tasks set forth by GO-Biz with feedback from the Port's technical staff
- Establish a hierarchy of command and disaster recovery in case of individual terminal appointment systems or one of the UTAS outages.
- Refine and submit system SLA recommendations to the Project Steering Committee
- Collaborate on cross-system integration points and propose solutions for areas including:
 - PCS integration points
 - Cyber and physical security protocols
 - API definitions
 - Event & lexicon standards
 - Change management and systems outage handling

Expectations & Service Level Agreements (SLAs)

The SPB UTAS is expected to be a 24/7 production system which a large number of stakeholders will rely on for critical operations. This system will only work if the connections to the terminal appointment systems:

- Meet reasonable performance expectations and SLAs
- Have an agreement and protocol for triaging problems with the system
- Have an expectation on resolution time where it's possible for the Ports to intervene and resolve an outage. If a terminal's underlying appointment system suffers an outage, it's expected that no one is able to book appointments there.

Public Perceptions

It's important that the public, trucking community, as well as the Ports see this UTAS as being an equally managed system by the Ports and demonstration of an effective working relationship. Controlling press releases and system branding will prevent misperceptions by the public, or from one Port to another.

Press Releases

Any press releases published by the Ports that mention universal trucking appointment systems or UTAS must be co-published. This communications model is already employed for the joint Clean Air Action Program (CAAP) and may be used as a reference.

Branding

The San Pedro Bay Universal Trucking Appointment System must have either equal co-branding from both Ports or no Port-specific branding for components that live outside of a PCS, to be determined through the governance model.

Agreed on [DATE]:

<p>Port of Long Beach</p> <p>City of Long Beach Harbor Department, through its Board of Harbor Commissioners</p> <p>By: _____ _____, Chief Executive Officer</p>	<p>Port of Los Angeles</p> <p>City of Los Angeles Harbor Department, through its Board of Harbor Commissioners</p> <p>By: _____ Eugene D. Seroka, Executive Director</p>
<p>Attest:</p>	<p>Attest:</p>
<p>Approved to Form:</p> <p>Long Beach City Attorney's Office Dawn McIntosh</p> <p>By: _____ William Baerg Deputy City Attorney</p>	<p>Approved to Form:</p> <p>Los Angeles City Attorney's Office Hydee Feldstein Soto</p> <p>By: _____ Joy M. Crose Asst. General Counsel</p>
<p>State of California - GO-Biz</p> <p>By: _____</p> <p>Title: _____</p>	