

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

An Order of the Board of Harbor Commissioners of the City of Los Angeles ("City") fixing the compensation to be paid by SHELL OIL COMPANY ("Tenant"), pursuant to Permit No. 916, for the five-year period commencing March 26, 2024 and ending March 25, 2029.

WHEREAS, Permit No. 916, as amended, was granted to Tenant for a term of thirty (30) years pursuant to Resolution No. 18-8408, with an Effective Date of March 26, 2019; and

WHEREAS, Permit No. 916 provides that compensation to be paid by Tenant for the use of the premises thereunder shall be subject to adjustment of land rent on every fifth (5<sup>th</sup>) anniversary of the Effective Date in accordance with the terms and procedures described therein; and

WHEREAS, the City and Tenant have agreed on compensation to be paid by Tenant under Permit No. 916 during the five (5) year period commencing March 26, 2024 and ending March 25, 2029;

NOW THEREFORE, it is hereby ordered by the Board of Harbor Commissioners as follows:

Section 1. The compensation to be paid by Tenant during the five (5) year period commencing March 26, 2024 and ending March 25, 2029 under Permit No. 916 shall be One Million Nine Hundred Eighty-Six Thousand Four Hundred and Fifty Dollars (\$1,986,450.00) per year (\$496,612.50 per quarter) as rental based on waterfront land value of \$50.00/sf, payable in advance, plus all tolls and charges pursuant to Port of Los Angeles Tariff No. 4.

Section 2. Except as herein provided, all other terms and conditions of Permit No. 916, as previously amended, shall remain in full force and effect.

Section 3. The Board Secretary shall certify to the adoption of this Order by the Board of Harbor Commissioners of the City of Los Angeles.


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 \_\_\_\_\_.

AMBER M. KLESGES  
Commission Secretary

The undersigned Tenant hereby consents to the foregoing adjustment of compensation and agrees to pay to the Board of Harbor Commissioners of the City of Los Angeles the amount set forth herein during the five-year period commencing March 26, 2024 and ending March 25, 2029.

SHELL OIL COMPANY

Dated: 3-7, 2024

By   
David P. Bergeron, Jr.  
Attorney-in-fact

APPROVED AS TO FORM

4-24, 2024  
HYDEE FELDSTEIN SOTO, City Attorney  
STEVEN Y. OTERA, General Counsel

By   
JOHN T. DRISCOLL, Deputy

Shell USA, Inc.

**Certificate**

I, Lynn S. Borgmeier, acting solely in my capacity as Corporate Secretary of Shell USA, Inc. (f/k/a Shell Oil Company) (the “Company”), a Delaware corporation, hereby certifies, based on information available to me as of the date hereof, that:

1. Attached hereto as Exhibit A is a true and complete excerpt of resolutions adopted by the Board of Directors of the Company on December 1, 2011, which resolutions remain in full force and effect as of the date hereof.
2. A true and correct copy of a Special Power of Attorney granted in favor of David P. Bergeron, Jr., that was executed by a duly authorized officer of the Company and, which remains in full force and effect as of the date hereof, is attached as Exhibit B hereto.
3. Deforester L. Jones was duly elected and serving as the Vice President Finance of the Company on May 15, 2022.

I have signed this Certificate this 21st day of April 2024.

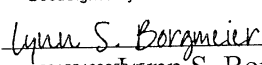
DocuSigned by:  
  
A63155463258434  
Lynn S. Borgmeier  
Corporate Secretary

EXHIBIT A  
RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS OF  
SHELL OIL COMPANY  
DECEMBER 1, 2011

**Approve Officer Authorities**

**RESOLVED**, that effective as of December 1, 2011 and subject to the authorities established by the Board of Directors of the Company as set forth in the Company's Manual of Authorities Instrument as may be amended from time to time (the "MOA"), the President, any Executive Vice President, any Vice President, the General Counsel, the General Tax Counsel, Corporate Secretary, Treasurer and Controller of the Company (the "Authorized Officers") are each hereby authorized and empowered, within each Authorized Officer's area of responsibility, in the Company's name and on its behalf, to execute, acknowledge, verify, deliver, accept, assign, amend, extend, perform, terminate, rescind, surrender or release any instruments or documents, including (without limitation) acquisition or conveyances of properties (real or personal), agreements of any nature whatsoever, notes, bonds, performance guarantees and similar obligations of the Company (as may be limited by board resolution), guarantees of subsidiary company obligations, and security interests (to the extent such interests do not violate any of the Company's outstanding indentures or other agreements), applications, contracts, assignments, transfers, certificates, certifications, declarations, leases, licenses, trademark applications or other intellectual property instruments, discharges, satisfactions, settlements, petitions, pleadings, verifications, schedules, accounts, affidavits, undertakings, proxies or other instruments representing the Company in its capacity as owner or shareholder of other entities, requisitions, demands, returns, and any and all such other contracts, instruments or documents (individually or collectively, the "Authorities") in connection with the conduct of the business of the Company; and

**FURTHER RESOLVED**, that subject to any restrictions set forth in the foregoing resolution, the Authorized Officers are each hereby authorized and empowered to further delegate any or all Authorities in writing, with such limits and upon such terms as they may deem necessary or advisable in the normal conduct of the Company's business and affairs; and

**FURTHER RESOLVED**, that with effect from December 1, 2011, the MOA and these resolutions shall govern all future delegations of corporate authorities; and, any prior authorities established by the Board of Directors shall continue in full force and effect unless specifically amended by the MOA or these resolutions.

EXHIBIT B

Shell USA, Inc.

SPECIAL POWER OF ATTORNEY

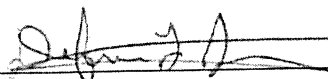
Shell USA, Inc. ("Shell USA"), a Delaware corporation, with offices at 150 N. Dairy Ashford, Houston, Texas 77079, hereby appoints and authorizes David P. Bergeron, Jr. as its Attorney-in-Fact, to execute and deliver the following instruments and documents on behalf of and in the name of Shell USA in the usual course of its business:

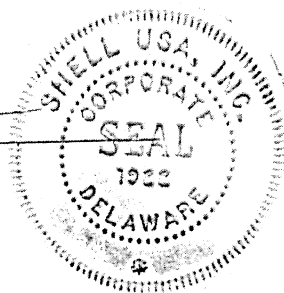
- (1) easements and licenses, whether Shell USA is grantor or grantee, and amendments, assignments, and releases of such easements;
- (2) contracts for the purchase, sale or exchange of real or personal property, including land, improvements, easements, surface leases, and other interests or rights in real or personal property;
- (3) deeds or other conveyances of real property, whether Shell USA is grantor or grantee;
- (4) bills of sale or other transfers of personal property, whether Shell USA is the seller or purchaser;
- (5) licenses, permits, franchises, and railroad and highway crossing agreements in which Shell USA is a party;
- (6) subordination agreements;
- (7) bonds, certificates of insurance, and indemnities, and amendments and releases thereof;
- (8) surface leases and leases of office, warehouse, and storage space, including subleases thereof, whether Shell USA is lessor or sublessor, or lessee or sublessee;
- (9) applications required by governmental authorities or agencies for easements, leases, permits, or other rights in land owned or administered by such governmental authorities or agencies;
- (10) applications and reports required by governmental authorities for the issuance, maintenance and renewal of permits and permissions pursuant to laws and regulations relating to protection of the environment;
- (11) leases of personal property, including subleases thereof, whether Shell USA is lessor or sublessor, or lessee or sublessee;
- (12) leases of communications equipment, including subleases thereof, whether Shell USA is lessor or sublessor, or lessee or sublessee; and
- (13) contracts and agreements with governmental agencies and authorities and with private parties for the relocation, adjustment, or removal of pipelines, other pipeline facilities, or other properties of Shell USA.

This Special Power of Attorney shall be effective as of May 9, 2022 and shall continue in force and effect until revoked in writing. The authorities granted by this Special Power of Attorney may not be sub-delegated and shall be exercised only in Shell USA's country of tax residency.

IN WITNESS WHEREOF, Shell USA, Inc. has caused this Special Power of Attorney to be signed by its duly authorized representative as set out below.

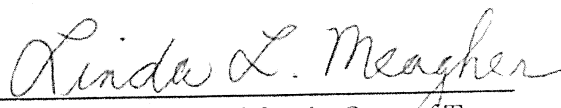
Shell USA, Inc.

  
Deforester L. Jones  
Vice President Finance



STATE OF TEXAS     §  
                                  §  
COUNTY OF HARRIS   §

This instrument was acknowledged before me on the 15<sup>th</sup> day of May 2022 by Deforester L. Jones, Vice President Finance of Shell USA, Inc., a Delaware corporation, on behalf of said company.

  
Notary Public in and for the State of Texas

