

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

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

**VISION MOTOR CORP.**

**VISION ZERO EMISSION HEAVY-DUTY VEHICLE**

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 \_\_\_\_\_, 2010, and the CITY OF LONG BEACH, a municipal corporation, acting by and through its Board of Harbor Commissioners, at its meeting of \_\_\_\_\_, 2010.

WHEREAS, the Cities of Los Angeles and Long Beach, acting by their respective Board 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, the Ports are interested in sharing the cost of an agreement for the demonstration of zero emission heavy-duty vehicles by Vision Industries Corp., a Florida corporation, doing business as Vision Motor Corp. ("Vision") in accordance with the terms of the Master Cost Sharing Agreement;

**NOW, THEREFORE, THE PORTS AGREE AS FOLLOWS:**

1. The City of Long Beach has entered into or intends to enter into an agreement with Vision to develop and place into demonstration service one (1) hydrogen fuel cell/plug-in electric class 8 on-road truck and one (1) hydrogen fuel cell/plug-in electric zero emission terminal tractor.
2. The term of the agreement between the City of Long Beach and Vision shall commence upon execution and, subject to the City of Long Beach's right to terminate early, shall terminate on December 31, 2012.
3. The total cost of the project is estimated at **\$999,211** and Vision is expected to contribute \$574,211 to the project. Therefore, the parties anticipate spending approximately \$425,000 in out-of-pocket expenses for the project. Each of the parties shall contribute 50% of the parties' share of the out-of-pocket expenses for the project, but in no event shall the contribution by the City of Los Angeles exceed \$212,500.
4. 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.

5. The terms of this cost sharing agreement shall be amended only in writing and signed by both parties.

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

THE CITY OF LOS ANGELES HARBOR DEPARTMENT, a municipal corporation, acting by and through its Executive Director of the Harbor Department

Date: \_\_\_\_\_, 2010 By: \_\_\_\_\_  
Geraldine Knatz, PhD  
Executive Director

APPROVED AS TO FORM:  
CARMEN A. TRUTANICH, City Attorney

By: Joy M. Crose  
Joy M. Crose,  
Assistant General Counsel  
Date: November 18,, 2010

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

Date: \_\_\_\_\_, 2010 By: \_\_\_\_\_  
Richard D. Steinke  
Executive Director

APPROVED AS TO FORM:  
ROBERT E. SHANNON, City Attorney

By: \_\_\_\_\_  
Charles M. Gale  
Deputy  
Date: \_\_\_\_\_, 2010

|                               |                        |           |  |
|-------------------------------|------------------------|-----------|--|
| Account#                      | 59965                  | W.O.#     |  |
| Ctr/Div#                      | 0330                   | Job Fac.# |  |
| Proj/Prog#                    | 000                    |           |  |
| Budget FY:                    |                        | Amount:   |  |
| 2010/11                       |                        | 170,000   |  |
| 2011/12                       |                        | 32,400    |  |
| 2012/13                       |                        | 10,100    |  |
| TOTAL                         |                        | 212,500   |  |
| For Acct/Budget Div. Use Only |                        |           |  |
| Verified by:                  | <u>Janita Ferguson</u> |           |  |
| Verified Funds Available:     | <u>0</u>               |           |  |
| Date Approved:                | <u>11/9/10</u>         |           |  |