

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

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

VERAIL TECHNOLOGIES, INC.

DUEL-FUELED SWITCHER NEAR-ZERO EMISSIONS LOCOMOTIVE

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 _____, 2016, and the CITY OF LONG BEACH, a municipal corporation, acting by and through its Board of Harbor Commissioners (“City of Long Beach”), at its meeting of _____, 2016.

WHEREAS, the Cities of Los Angeles and Long Beach, acting by and through 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 to have VeRail Technologies, Inc. (“VeRail”) build and test a dual-fueled switcher locomotive equipped with near-zero emissions engines with on-board compressed natural gas (CNG) fuel storage (the “Project”) 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 VeRail for the Project.
2. The term of the agreement between the City of Long Beach and VeRail shall be deemed to have commenced on September 1, 2016 and, subject to the City of Long Beach’s right to terminate early, shall terminate on August 31, 2019.
3. The total cost of the Project is estimated at **\$600,000** with the Ports paying \$300,000 each.
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.

TRANSMITTAL 2

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

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

Date: _____, 2016

By: _____
Eugene D. Seroka
Executive Director

APPROVED AS TO FORM AND LEGALITY:
MICHAEL N. FEUER, City Attorney
Janna B. Sidley, General Counsel

ATTEST: _____
Secretary

By: _____
Heather M. McCloskey, Deputy City Attorney

Date: _____, 2016

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

Date: _____, 2016

By: _____
Jon W. Slangerup
Chief Executive

APPROVED AS TO FORM:
CHARLES PARKIN, City Attorney

By: _____
Lauren E. Misajon
Deputy City Attorney

Date: _____, 2016

Account#	W.O.#
Ctr/Div#	Job Fac.#
Proj/Prog#	
Budget FY:	Amount:
TOTAL	

For Acct/Budget Div. Use Only

Verified by: _____

Verified Funds Available: _____

Date Approved: _____