

May 6, 2026

Deborah Dorny
Deputy City Attorney
Office of the Los Angeles City Attorney
Port of Los Angeles – Harbor Division
425 South Palos Verdes Street, Mail Stop 260
Los Angeles, CA 90731

Re: Nature of Services, Conflicts of Interest

Dear Ms. Dorny:

As you are aware, the Port of Los Angeles (the “Port”) is considering engaging Manatt Government Strategies, LLC (“MGS”) for federal lobbying services, which our recently hired Managing Directors Eve O’Toole and Leslie Pollner, two non-lawyer professionals in MGS’s Washington, D.C. office, provided to the Port before joining MGS. The Port’s proposed engagement of MGS is hereafter referred to as the “Agreement.” Ms. O’Toole’s and Ms. Pollner’s work for the Port included:

- Tracking the Fiscal Year 2026 appropriations process and priority legislation;
- Regular updates on funding opportunities, pauses and clawbacks;
- Maintaining relationships with the Port and the California congressional delegation;
- Regular updates on tariffs and trade policy; and
- Closely monitoring WRDA and the Harbor Maintenance Trust Fund.

MGS hereby seeks the City of Los Angeles’s (the “City’s”) consent that Ms. O’Toole and Ms. Pollner may continue this work for the Port under the terms outlined below.

This letter will confirm the City’s and Manatt’s mutual understanding that MGS is a wholly owned subsidiary of the law firm, Manatt, Phelps & Phillips, LLP (the “Firm”). However, the Port is engaging MGS only, MGS is not a law firm, and MGS will only provide non-legal advocacy services. As such, no attorney-client relationship with MGS or the Firm shall exist by virtue of the Agreement or MGS’s services. MGS will, however, hold the information the Port provides to MGS as confidential and will not disclose it except as needed in order to provide the services in the Agreement to the Port. The Port and MGS further agree that Manatt’s

sole client in the lobbying work described above is the Port exclusively and not the City at large or any other department or instrumentality or affiliate of the City.

Neither the Firm nor MGS currently represents any City entities. The Firm hereby discloses the Firm's representation of other clients in matters currently adverse to or involving the Port, all of which are unrelated to the proposed continued lobbying work for the Port. This list does not include matters in which the Firm represents other clients involving City departments other than the Port.

- The Firm's representation of LA28 on City contracting issues, including agreements with the Port.
- The Firm's representation of Anacostia Rail Holdings Company/Pacific Harbor, Inc. in connection with a port permit extension with the Port of Los Angeles and the Port of Long Beach for the operation of rail lines, in which the Port and the City are permitting authorities.
- The Firm's representation of Plains All American Pipeline in connection with its liquefied petroleum gas facility in San Pedro on regulatory matters being considered by the Port.
- The Firm's representation of Athens Services in connection with contracting and land use matters involving the Port.
- The Firm's representation of Lenovo in procurement assistance that may involve the Port.
- The Firm's representation of Skydio in procurement assistance that may involve the Port.
- Harbor Park Development Partners, LLC: in connection with a bid protest regarding award of the Port of Los Angeles contract for Cabrillo Way Marina to Bellwether Financial Group.
- The Firm's representation of Richard Maire, Ken Corry, Bill Schop, and Kelly Marie in connection with creating and registering two non-profit entities, and then assisting such entities, the key purpose of which is to take possession of a twelve-acre site in the Port of Los Angeles being repurposed by the Port to make available a site suitable for youth sailing and other water sport training and activities with a particular outreach to underserved communities.

The Firm and MGS hereby seek the consent of the City for the Firm to continue representing clients in the above matters, including in litigation or the resolution of disputes that may arise out of these representations. MGS and the Firm confirm that these clients do not view Manatt's lobbying engagement for the Port as presenting a conflict of interest.

The City further acknowledges and agrees that the Firm represents, and enters into engagements with, a large number and variety of clients: (i) across a wide array of industries and businesses, and (ii) in a breadth of contexts, including without limitation in negotiations and transactions, in regulatory and compliance matters, in public policy and legislative matters, and in disputes, arbitration, litigation and formal adversarial proceeding matters ("Firm Matters"). For the avoidance of doubt, the Firm often undertakes Firm Matters adverse to government entities. It is expressly understood that the Agreement between MGS and the City will not create a conflict for the Firm and will not affect, limit, proscribe, prevent or disqualify the Firm from representation of or engagement with current or future clients in matters adverse to or otherwise involving the City or the Port. While conflicts of interest rules applicable to lawyers do not apply to MGS, MGS confirms that it will not prospectively undertake lobbying services for another client adverse to or against the Port on the work MGS performs for the Port.

The Firm and MGS will create firewalls such that professionals providing lobbying services including Ms. O'Toole and Ms. Pollner will be screened off from Firm Matters, as defined above, will not work on Firm Matters and will not have access to Firm Matter files. Likewise, professionals working on Firm Matters will be screened off from the lobbying work provided to the Port, will not provide lobbying services to the Port, and will not have access to Port's lobbying files.

MGS does not believe that it has or will come into possession of any confidential information concerning the Port that would be relevant to the Firm's representation of other clients in the matters described above. In addition, MGS is not permitted to, and will not, disclose any confidential information received from the Port without first obtaining the Port's written consent, nor will it share with the Port any confidential information that the Firm obtains from its current and future representation of adverse parties.

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Please indicate your agreement below and return the executed letter to me. Thank you for your consideration in this matter.

Sincerely,

Eve O'Toole

Eve O'Toole

AGREEMENT

The City of Los Angeles hereby provides its informed consent to and waives any objections to the engagement of Manatt Government Services for lobbying services and Manatt, Phelps & Phillips, LLP's representation of clients as described in this letter.

Dated: _____, 2026

CITY OF LOS ANGELES, acting by and through
the Board of Harbor Commissioners

By: _____
Eugene Seroka
Title: Executive Director

TRANSMITTAL 1