

May 1, 2026

VIA ELECTRONIC MAIL

Jennifer L. Meeker, Esq.
City of Los Angeles
Office of the City Attorney
Harbor Division
425 South Palos Verdes Street
San Pedro, CA 90731
JMeeker@PortLA.org

Re: Request for Waiver of Conflict: Rail Regulatory Advice

Dear Ms. Meeker:

I am writing to ask the consent of the City of Los Angeles to Kaplan Kirsch LLP (“KK” or the “Firm”) continuing to represent Los Angeles County Metropolitan Transportation Authority (“LACMTA”) in connection with ongoing matters as it embarks upon representation of the Harbor Department, as described below. In addition, Kaplan Kirsch represents the City of Los Angeles Department of Water and Power in various environmental law matters, including under CERCLA, NEPA, CEQA, CWA, the Porter-Cologne Act, SDWA. Please let me know if you will consent or if you have any questions. Thank you.

Kaplan Kirsch Representation Requested by Harbor Department: The Harbor Department has the need for an expert in rail law and with experience in handling rail matters before the Surface Transportation Board (“STB”) in Washington, D.C., including but not limited to, seeking authorization pertaining to train control/dispatch and abandonment or exemptions for rail lines on property owned by the Harbor Department; drafting/reviewing contracts/operating agreements concerning rail lines in the Port of Los Angeles and handling the required STB filings related thereto; and conducting research and providing other advice as needed with respect to rail law as applied to the rail lines and easements in the Port of Los Angeles.

Kaplan Kirsch’s LACMTA Matter: Kaplan Kirsch advises LACMTA in connection with the real property transfer, operations, and maintenance agreements necessary to advance the Southeast Gateway Line project. This proposed project will construct a new light rail transit line that will connect southeast Los Angeles County to downtown Los Angeles. The project requires the construction of 14.5 miles of new light rail, nine new stations, five parking facilities, and a new maintenance facility to support operations. The Southeast Gateway Line will share right of way with Union Pacific's existing Wilmington, San Pedro, and La Habra Subdivision corridors, the Port of Los Angeles, and Caltrans. The project may also require LACMTA to purchase some property from Union Pacific and the Ports of Los Angeles and Long Beach. The portion of the

Jennifer L. Meeker

May 1, 2026

Page 2

Wilmington Branch under consideration for incorporation into the LACMTA project is several miles distant from, and involves no direct operational interaction with, the segment of rail line the Harbor Department contemplates abandoning.

Request for Waiver of Potential Conflict: With respect to the requested representation of the Harbor Department in railroad matters by Kaplan Kirsch, and its continuing representation of LACMTA in connection with the Southeast Gateway Line project, we request that the Board approve a written conflict waiver of the potential conflict of interest under the following conditions:

1. Kaplan Kirsch will establish an ethical wall where Kaplan Kirsch attorneys representing the Harbor Department would be walled off from the Southeast Gateway Line team, files, and information; and Kaplan Kirsch attorneys representing LACMTA would be walled off from the Harbor Department rail matters, including its team, files, and information.

With the limitations and measures set forth above, our commitment and dedication to the City's interests will not be adversely affected by our representation of LACMTA and we will provide competent and diligent representation to the City. If the City decides to consent to KK's representation of LACMTA, waiving the conflict of interest under the terms set forth above, please respond to this letter confirming the City's understanding of the circumstances and its consent and waiver.

Sincerely,

Kaplan Kirsch LLP



Allison I. Fultz

CONFLICT WAIVER

The City of Los Angeles hereby provides informed consent to and waives any objection to the conflict of interest in Kaplan Kirsch LLP's concurrent representation of the City of Los Angeles and Los Angeles County Metropolitan Transportation Authority as described in the aforesaid circumstances.

Dated: _____, 2026

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

By: _____

Name: Eugene Seroka

Title: Executive Director