

ORDER NO.

An Order of the Board of Harbor Commissioners of the City of Los Angeles consenting to the transfer of Joint Permit No. 790 from Pacific Pipeline System, Inc. to Pacific Pipeline System LLC, a Delaware limited liability corporation, 5900 Cherry Avenue, Long Beach, California 90805-4408.

WHEREAS, Pacific Pipeline System, Inc. is the holder of Joint Permit No. 790 granted to Pacific Pipeline System, Inc. pursuant to Board of Harbor Commissioner's Order No. 6551 and the City of Long Beach Board of Harbor Commissioner's Ordinance No. HD-1749; and

WHEREAS, Section 11 of Joint Permit No. 790 prohibits assignment or transfer of the permit without approval of the Boards of Harbor Commissioners of the City of Long Beach and the City of Los Angeles; and

WHEREAS, Pacific Pipeline System, Inc. merged into Pacific Pipeline System LLC on March 5, 1999 and Pacific Pipeline System LLC succeeded to all of the assets and liabilities of Pacific Pipeline System Inc., including Joint Permit No. 790 and the obligations of Pacific Pipeline System Inc. thereunder; and

WHEREAS, in connection with the aforementioned merger, Pacific Pipeline System LLC has requested a transfer of Joint Permit No. 790 from Pacific Pipeline System Inc.; and

WHEREAS, such transfer would constitute a transfer of control otherwise prohibited by Section 11 of Joint Permit No. 790; and

WHEREAS, City is willing to waive the prohibition against such transfer imposed by Section 11 of Joint Permit No. 790, on the terms and conditions set forth herein;

NOW, THEREFORE, IT IS HEREBY ORDERED by the Board of Harbor Commissioners of the City of Los Angeles as follows:

SECTION 1. City consents to the transfer of Joint Permit No. 790 from Pacific Pipeline System Inc. to Pacific Pipeline System LLC resulting from the merger of said companies, provided:

- (a) City's approval hereby expressed shall not waive any of the City's rights thereupon as to Pacific Pipeline System Inc. nor shall the same be construed to and in any way amend, extend, abridge or interpret any of the provisions of Joint Permit No. 790; and

TRANSMITTAL 1

- (b) Pacific Pipeline System LLC shall agree to be bound by all of the terms and conditions of Joint Permit 790 and assume all of the obligations of Pacific Pipeline System Inc. thereunder.

SECTION 2. 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 \_\_\_\_\_.


\_\_\_\_\_  
ROSE DWORSHAK  
Board Secretary

The undersigned hereby accepts the terms and conditions as specified above.

PACIFIC PIPELINE  
SYSTEM LLC

Dated: 5/3/2012

  
\_\_\_\_\_  
Lawrence J. Dreyfuss  
Vice President

(Print/Type Name and Title) 

Attest:   
\_\_\_\_\_  
DAVID E. WRIGHT Vice President

(Print/Type Name and Title)

APPROVED AS TO FORM

\_\_\_\_\_, 2011  
CARMEN A. TRUTANICH, City Attorney

By: \_\_\_\_\_  
HEATHER M. McCLOSKEY, Deputy

HMM/  
12/23/10

ORDER NO.

An Order of the Board of Harbor Commissioners of the City of Los Angeles fixing the compensation to be paid by PACIFIC PIPELINE SYSTEM LLC ("Tenant"), pursuant to Joint Permit No. 790, for the five-year period commencing November 14, 2007 and ending November 13, 2012.

WHEREAS, Joint Permit No. 790 was granted to Pacific Pipeline System, Inc. pursuant to Board of Harbor Commissioner's Order No. 6551 and City of Long Beach Board of Harbor Commissioners Ordinance No. HD-1749; and

WHEREAS, Pacific Pipeline System, Inc. merged into Pacific Pipeline System LLC on March 5, 1999; and

WHEREAS, Joint Permit No. 790 provides for resetting compensation every five years; and

WHEREAS, the Board of Harbor Commissioners of the City of Los Angeles, the Board of Harbor Commissioners of the City of Long Beach and Tenant have agreed on compensation to be paid by Tenant during the five-year period commencing November 14, 2007 and ending November 13, 2012;

NOW, THEREFORE, IT IS HEREBY ORDERED by the Board of Harbor Commissioners of the City of Los Angeles as follows:

SECTION 1. For the period commencing November 14, 2007 and ending November 13, 2012, Tenant shall pay in advance to City as rental, to use and occupy the premises for the purpose of an underground right-of-way and surface rights for related appurtenances, the sum of Thirteen Thousand Nine Hundred and Eighty Dollars (\$13,980) each and every year;

SECTION 2. Except as herein provided, each and every one of the covenants, terms and conditions of Permit No. 790 shall be and remain in full force and effect.

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TRANSMITTAL 2

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.

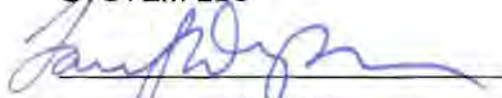
I HEREBY CERTIFY that the foregoing Order was adopted by the Board of Harbor Commissioners of the City of Los Angeles at its meeting held \_\_\_\_\_.

\_\_\_\_\_  
ROSE DWORSHAK  
Board Secretary

The undersigned Tenant hereby consents to the foregoing readjustment of compensation for use of the premises granted by Permit No. 790 granted by the Board of Harbor Commissioners of the City of Los Angeles and agrees to pay the Board the sums hereunder during the period commencing November 14, 2007 and ending November 13, 2012.


Dated: 5/3/2012

PACIFIC PIPELINE  
SYSTEM LLC

  
\_\_\_\_\_  
Lawrence J. Dreyfuss  
Vice President

(Print/Type Name and Title)

Attest: 

  
\_\_\_\_\_  
DAVID E. WRICAN Vice President

(Print/Type Name and Title)

APPROVED AS TO FORM

\_\_\_\_\_, 2011  
CARMEN A. TRUTANICH, City Attorney

By: \_\_\_\_\_  
HEATHER M. McCLOSKEY, Deputy

HMM/  
12/23/10

OFFICE OF THE CITY ATTORNEY  
ROBERT E. SHANNON, City Attorney  
333 West Ocean Boulevard, 11th Floor  
Long Beach, CA 90802-4664

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3  
4 **AGREEMENT**

5 **THIS AGREEMENT** is entered into this \_\_\_\_\_ day of  
6 \_\_\_\_\_, 20\_\_\_, by and among the CITY OF LOS ANGELES, a municipal  
7 corporation, acting by and through its Board of Harbor Commissioners ("Los Angeles"),  
8 the CITY OF LONG BEACH, a municipal corporation, acting by and through its Board of  
9 Harbor Commissioners ("Long Beach") (collectively, "Cities"), and PACIFIC PIPELINE  
10 SYSTEM LLC, a Delaware limited liability company ("Pacific")

11 1. This Agreement is made with reference to the following facts and  
12 objectives:

13 1.1 Los Angeles, Long Beach, and Pacific Pipeline System, Inc., a  
14 Delaware corporation, entered into Joint Permit No. 790 on November 5, 1997  
15 (Harbor Document No. HD-5925), which permit was amended on  
16 December 18, 1999 (Harbor Document No. HD-5925A) (collectively, the "Permit").

17 1.2 Pacific Pipeline System, Inc. merged with Pacific on  
18 March 5, 1999 ("Merger").

19 1.3 Cities desire to consent to the assignment of the Permit from  
20 Pacific Pipeline System, Inc. to Pacific by virtue of the Merger and to reset  
21 compensation for the five-year period commencing November 14, 2007 and  
22 ending November 13, 2012.

23 2. Cities hereby consent to the assignment of the Permit from Pacific  
24 Pipeline, Inc. to Pacific by virtue of the Merger. Pacific reaffirms its assumption of the  
25 rights and obligations of the Permittee under the Permit.

26 3. The compensation to be paid by Permittee for the use of the permit  
27 area granted by Joint Permit No. 790 for the five-year period commencing  
28 November 14, 2007 and ending November 13, 2012 shall be **\$13,980** per year.

4. Except as provided herein, the terms and conditions of the Permit

OFFICE OF THE CITY ATTORNEY  
ROBERT E. SHANNON, City Attorney  
333 West Ocean Boulevard, 11th Floor  
Long Beach, CA 90802-4664

1 shall remain in full force and effect.

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3  
4 \_\_\_\_\_, 20\_\_\_\_\_

PACIFIC PIPELINE SYSTEM LLC, a  
Delaware limited liability company

By: [Signature]  
Name: Lawrence J. Dreyfuss  
Title: Vice President

5  
6 \_\_\_\_\_, 20\_\_\_\_\_

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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PACIFIC JWP JHK

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

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11  
12 \_\_\_\_\_, 20\_\_\_\_\_

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

13

14

LOS ANGELES

15 APPROVED AS TO FORM:

CARMEN A. TRUTANICH, City Attorney

16 May 3, 2012

By: [Signature]  
Name: HENNER M. MCKINLEY  
Title: Deputy City Attorney

17

18

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

19  
20  
21 4/24/12, 20\_\_\_\_\_

By: [Signature]  
for Richard D. Steinke  
Executive Director  
Long Beach Harbor Department

22

23

LONG BEACH

24 APPROVED AS TO FORM:

ROBERT E. SHANNON, City Attorney

25 4-20, 2012

By: [Signature]  
Charles M. Gale, Deputy

26

27

28

CMG:rjr 10/23/09 #A09-03416  
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# CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California }  
 County of \_\_\_\_\_ }

On \_\_\_\_\_ before me, \_\_\_\_\_  
Date Here Insert Name and Title of the Officer  
 personally appeared \_\_\_\_\_  
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: \_\_\_\_\_  
Signature of Notary Public

Place Notary Seal and/or Stamp Above

## OPTIONAL

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

### Description of Attached Document

Title or Type of Document: \_\_\_\_\_

Document Date: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

### Capacity(ies) Claimed by Signer(s)

Signer's Name: \_\_\_\_\_ Signer's Name: \_\_\_\_\_

- Corporate Officer — Title(s): \_\_\_\_\_
- Individual
- Partner —  Limited  General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_

**RIGHT THUMBPRINT OF SIGNER**  
 Top of thumb here

- Corporate Officer — Title(s): \_\_\_\_\_
- Individual
- Partner —  Limited  General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_

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 Top of thumb here

Signer Is Representing: \_\_\_\_\_

Signer Is Representing: \_\_\_\_\_

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 County of \_\_\_\_\_ }

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Name(s) of Signer(s)

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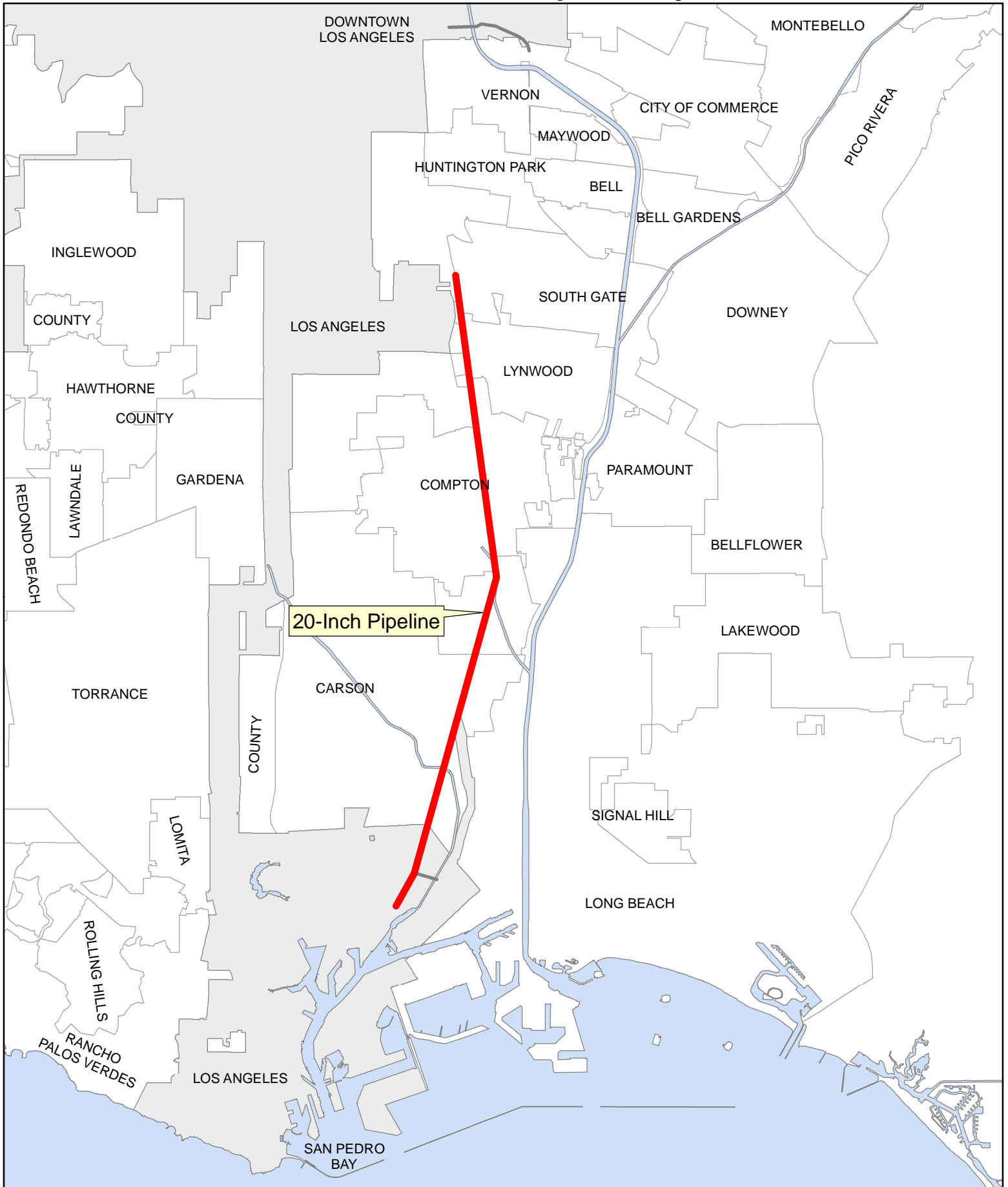
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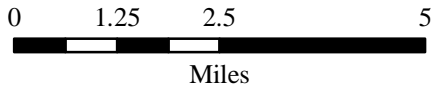
Signer Is Representing: \_\_\_\_\_

Signer Is Representing: \_\_\_\_\_

# Joint Permit 790 - Pacific Pipeline System LLC



**TRANSMITTAL 4**



Harbor Department  
Planning & Economic Development  
Map Produced 7/2012

