

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

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

**HARBOR BREEZE CORP.
ZERO-EMISSION CAPABLE EXCURSION BOAT
AND CHARGING INFRASTRUCTURE DEMONSTRATION PROJECT**

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 ("CITY OF LOS ANGELES"), at its meeting of _____, 2025, 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 _____, 2025 ("Agreement").

WHEREAS, the CITY OF LOS ANGELES and the CITY OF LONG BEACH (collectively "the Ports" or "the Parties") 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, in accordance with the terms of the Master Cost Sharing Agreement, the Ports are interested in sharing the cost of an agreement with Harbor Breeze Corp. to design, construct and demonstrate a zero-emission capable excursion boat, which will help decrease pollutants emitted from excursion ferry operations ("Project").

NOW, THEREFORE, IT IS MUTUALLY AGREED AS FOLLOWS:

1. The CITY OF LOS ANGELES has entered into, or intends to enter into, a three-year agreement with Harbor Breeze Corp. for the Project.
2. The total cost to the Ports for the Project will not exceed \$3,500,000 with the City of Los Angeles contributing \$2,450,000 and the City of Long Beach contributing \$1,050,000.
3. 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 the Master Cost Sharing Agreement.
4. The terms of this Agreement shall be amended only in writing and signed by both Ports.

/////

/////

/////

/////

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

THE CITY OF LOS ANGELES, by its Board of Harbor Commissioners

Date: _____, 2025

By: _____
Eugene D. Seroka
Executive Director

Attest: _____
Amber M. Klesges
Board Secretary

APPROVED AS TO FORM AND LEGALITY

October 10, 2025

MICHAEL N. FEUER, City Attorney
STEVEN Y. OTERA, General Counsel

By *Heather M. McCloskey*
Heather M. McCloskey, Deputy

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

Date: _____, 2025

By: _____
Mario Cordero
Chief Executive Officer

APPROVED AS TO FORM
DAWN MCINTOSH, City Attorney

By: _____
Sudhir N. Lay, Deputy

Date: _____, 2025

Exhibit A - Payment Schedule

Payment #	Total TAP Contribution	POLA Share	POLB Share	Description	Estimated Schedule
1	\$494,000	\$369,000	\$125,000	SUBTASK 1.1 – Install Hybrid Propulsion Equipment, Batteries, and DPFs into vessel	On or Before October 2025
2	\$215,000	\$90,000	\$125,000	SUBTASK 2.1 – Design Completion: Docks and Shoreside Electrical	Dec-25
3	\$296,000	\$171,000	\$125,000	SUBTASK 1.3 – Hybrid Propulsion USCG Approved	Dec-25
4	\$335,000	\$210,000	\$125,000	SUBTASK 2.2 – PO Issued for Charging Equipment	Jan-25
5	\$438,000	\$313,000	\$125,000	SUBTASK 3.1 – Vessel Delivery to SoCal and USCG New To Zone Trials	Jun-26
6	\$538,000	\$413,000	\$125,000	SUBTASK 2.3 – Charging Equipment Installation	Jun-26
7	\$435,000	\$310,000	\$125,000	SUBTASK 2.4 – Charging Station Commissioning	Jul-26
8	\$664,000	\$539,000	\$125,000	SUBTASK 3.2 – First Month Commercial Operations	Jul-26
9	\$85,000	\$35,000	\$50,000	TASK 4 – Final Report	Aug-26
Total	\$3,500,000	\$2,450,000	\$1,050,000		