

ORDER NO. \_\_\_\_\_

An Order of the Board of Harbor Commissioners of the City of Los Angeles (“Board” and “City,” respectively) approving the assignment of Permit No. 914 (“Permit”) from EXXONMOBIL OIL CORPORATION (“Assignor”) to PBF ENERGY WESTERN REGION LLC, a Delaware limited liability company, One Sylvan Way, Second Floor, Parsippany, New Jersey 07054 (“Assignee”).

WHEREAS, Assignor is the “Tenant” under the Permit, which Permit was granted pursuant to the Board of Harbor Commissioners pursuant to Order No. \_\_\_\_\_; and

WHEREAS, the Permit provides in Section 113.1.2, in pertinent part, that “[n]o Transfer of this Agreement, or any interest therein or any right or privilege thereunder, regardless of whether accomplished by a separate agreement, sale of stock or assets, merger or consolidation or reorganization by, or of, Tenant (or any entity that directly or indirectly controls or owns fifty percent (50%) or more of Tenant), or accomplished in any other manner, whether voluntary or by operation of law, including but not limited to assignment, sublease, transfer, gift, hypothecation or grant of total or partial control, or any encumbrance of this Agreement, shall be valid or effective for any purpose unless (i) Tenant receives the prior written consent of City and (ii) Tenant satisfies the requirements in Subsection 113.3 (Procedure to Obtain Consent to Transfer).”;

WHEREAS, on or about September 29, 2015, Assignor and Assignee entered into a “Sale and Purchase Agreement for Refinery, Pipelines and Terminals” (“Sale and Purchase Agreement”) which conveys ownership of certain assets identified in such Sale and Purchase Agreement, including the leasehold interests covered by the Permit, from Assignor to Assignee;

WHEREAS, Assignor, in connection with such Sale and Purchase Agreement desires to assign the Permit to Assignee;

WHEREAS, Assignee, in connection with such Sale and Purchase Agreement, desires to accept the assignment of the Permit from Assignor, and, pursuant to such assignment, to assume each and every of the rights, duties and liabilities of “Tenant” under the Permit;

WHEREAS, Assignor has satisfied the requirements of Section 113.3 of the Permit, “Procedure to Obtain Consent to Transfer;”

WHEREAS, Board finds that it is in the best interests of City to consent to such assignment upon the terms and conditions set forth hereinbelow; and

WHEREAS, the effectiveness of Board’s consent to such assignment and this Order is expressly contingent upon each of the following conditions first being met, the

absence of any of which shall render such consent and this Order null and void without any further action of Board or Council: (a) Board granting the Permit and issuing an order approving such action, (b) Board's granting of such Permit and issuance of such order becoming final pursuant to Section 245 of City's Charter, and (c) Assignee executing with City a non-binding term sheet for a permit to implement a development project at the premises covered by the Permit intended to implement the improvements necessary to effectuate compliance with the Marine Oil Terminal Engineering and Maintenance Standards ("MOTEMS") and a term of use and occupancy beyond that contemplated by the Permit.

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

Section 1. Assignee agrees to be bound by each and every term and condition of the Permit, and agrees to assume each and every of the rights, duties and liabilities of "Tenant" under the Permit;

Section 2. Assignee shall furnish to City separate written guaranties on City's form which have been executed by PBF Energy, Inc., PBF Energy Company LLC, and PBF Holding Company LLC, in which such entities, and each of them, absolutely, irrevocably and unconditionally guarantee, and become surety for, the full and timely payment and performance of the debts, obligations and liability of Assignee under the Permit;

Section 3. Pursuant to Section 113 of the Permit, the Board of Harbor Commissioners hereby consents to the assignment of the Permit from Assignor to Assignee, provided that this Order shall not become effective until each and every of its conditions has been met, and that such consent shall neither waive any of City's rights as to the Assignor or Assignee, nor be construed to amend, abridge, extend, alter or interpret any of the provisions of the Permit;

Section 4. This Order may be signed in counterparts, each of which shall be deemed an original but all of which will together shall constitute one and the same instrument.

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Section 4. The Board Secretary shall certify the adoption of this Order by Board.

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

\_\_\_\_\_  
AMBER M. KLESGES  
Commission Secretary

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

Dated: 5/12/2016

EXXONMOBIL OIL CORPORATION

By: WASawyer, Jr.

W. Alan Sawyer, Jr.  
Attorney In-Fact of ExxonMobil Oil Corporation

Attest: [Signature]

\_\_\_\_\_  
(Print/Type Name and Title)



PBF ENERGY WESTERN REGION LLC

Dated: \_\_\_\_\_

By \_\_\_\_\_

\_\_\_\_\_  
Jeffrey Dill  
President, Western Region

Attest \_\_\_\_\_

\_\_\_\_\_  
(Print/Type Name and Title)

APPROVED AS TO FORM AND LEGALITY

\_\_\_\_\_, 2016  
MICHAEL N. FEUER, City Attorney  
JANNA B. SIDLEY, General Counsel

By \_\_\_\_\_  
STEVEN Y. OTERA, Deputy

Section 4. The Board Secretary shall certify the adoption of this Order by Board.

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

\_\_\_\_\_  
AMBER M. KLESGES  
Commission Secretary

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

EXXONMOBIL OIL CORPORATION

Dated: \_\_\_\_\_

By: \_\_\_\_\_

W. Alan Sawyer, Jr.  
Attorney-In-Fact of ExxonMobil Oil  
Corporation

Attest \_\_\_\_\_

(Print/Type Name and Title)

PBF ENERGY WESTERN REGION LLC

Dated: 5/12/16

By: \_\_\_\_\_

  
Jeffrey Dill  
President, Western Region

Attest  \_\_\_\_\_

TRECIA CANTY, SECRETARY  
(Print/Type Name and Title)

APPROVED AS TO FORM AND LEGALITY

\_\_\_\_\_, 2016  
MICHAEL N. FEUER, City Attorney  
JANNA B. SIDLEY, General Counsel

By \_\_\_\_\_  
STEVEN Y. OTERA, Deputy