

**FIFTH AMENDMENT TO AGREEMENT NO. 1989
BETWEEN THE CITY OF LOS ANGELES
AND PACIFIC HARBOR LINE, INC.**

AGREEMENT NO. 1989 ("Agreement") between the City of Los Angeles (the "Owner") and Pacific Harbor Line, Inc., ("PHL" or "Operator") is hereby amended a fifth time (the "Fifth Amendment") as follows:

WHEREAS, the Agreement will terminate on December 31, 2025;

WHEREAS, for the foregoing, it is in the best interest of the Owner to extend the Agreement for an additional term;

NOW, THEREFORE, in consideration of the terms, covenants, and conditions hereinafter contained to be kept and performed by the respective parties hereto, IT IS MUTUALLY AGREED that the Agreement be amended as follows:

1. Article 4, Section 4.3 of the Agreement is hereby amended in its entirety to read as follows:

"4.3 Term of Agreement. The term of this Agreement shall terminate on December 31, 2026; *provided however*, on or after January 1, 2026, the Owner has the right to terminate this Agreement without cause upon six (6) months advance written notice."

2. This Fifth Amendment shall become effective if but only if the City of Long Beach, within one hundred twenty (120) days prior to or subsequent to Owner's approval of this Fifth Amendment, extends the term of its Operating Agreement No. HD-6053 with Operator to on or about December 31, 2026. Otherwise, this Fifth Amendment shall be null and void.

3. Except as specifically provided herein, this Fifth Amendment shall not in any manner alter, change, modify, or affect any of the rights, privileges, duties, or obligations of either of the parties hereto under or by any reason of said Agreement, and except as expressly exercised herein, all of the terms, covenants, and conditions of said Agreement, as exercised, shall remain in full force and effect.

[signature page follows]

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IN WITNESS WHEREOF, the parties hereto have executed this Fifth Amendment on the date of the left of their signatures.

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

Dated: _____, 20__

By: _____
Executive Director

Attest: _____
Board Secretary

PACIFIC HARBOR LINE, INC.

Dated: _____, 20__

By: *O L Clait II*
Olis L. Clait II, President 10/1/24
(Print/type Name and Title)

By: *Mark H*
MARK H SIGMAN, ASSISTANT SECRETARY
(Print/type Name and Title) & GENERAL
COUNSEL, ANACOSTIA
RAIL HOLDINGS COMPANY

APPROVED AS TO FORM AND LEGALITY

October 31, 2024
HYDEE FELDSTEIN SOTO, City Attorney
STEVEN Y. OTERA, General Counsel

By *HJ*
HELEN J. SOK, Deputy City Attorney