

FMC AGREEMENT NO. 201199
 LOS ANGELES HARBOR DEPARTMENT AGREEMENT NO. 08-2720
 LONG BEACH HARBOR DEPARTMENT AGREEMENT NO. 7359 HD

WIND-DOWN OPERATING COST BUDGET

THIS WIND-DOWN OPERATING COST BUDGET ("Budget") is agreed to pursuant to the Port Fee Services Agreement dated October 20, 2008 as amended on December 27, 2010 ("Agreement") between and among the CITY OF LOS ANGELES, a municipal corporation, acting by and through its Board of Harbor Commissioners ("POLA"), the CITY OF LONG BEACH, a municipal corporation, acting by and through its Board of Harbor Commissioners ("POLB") (POLA and POLB hereinafter referred to collectively as the "Ports"), PORTCHECK LLC (Vendor"), and the following marine terminal operators (each individual referred to as an "MTO" and collectively referred to as "MTOs"): APM TERMINALS PACIFIC LTD., CALIFORNIA UNITED TERMINALS, INC., EAGLE MARINE SERVICES, LTD., INTERNATIONAL TRANSPORTATION SERVICE, INC., LONG BEACH CONTAINER, INC., PACIFIC MARITIME SERVICES, L.L.C., SEASIDE TRANSPORTATION SERVICE LLC, SSA TERMINALS, LLC, SSA TERMINAL (LONG BEACH), LLC, TOTAL TERMINALS INTERNATIONAL, TRANS PACIFIC CONTAINER SERVICE CORPORATION, WEST BASIN CONTAINER TERMINAL LLC, and YUSEN TERMINALS, INC.

1. The Ports, Vendor and the MTOs previously entered into the Agreement to provide the terms and conditions under which Vendor and MTOs collect a Clean Truck Fee (TF) required under the Ports' tariffs and administer certain aspects of the Ports' Clean Truck Program.

2. The Ports have delivered written notice to Vendor of the termination of the TF effective December 31, 2011 and termination of the Agreement effective February 12, 2012. Section 2.2 of the Agreement provides that if the TF is terminated, Operating Costs may continue to be incurred after collection of the TF ceases and that the Ports and Vendor would discuss in good faith and agree on a projected budget and duration for post-termination Operating Costs.

3. Pursuant to Section 2.2 of the Agreement, the Ports and Vendor have discussed in good faith and agreed on the final tasks, projected budget and duration for post-termination Operating Costs as set forth on Attachment 1, "Post-Collection Truck Fee Responsibilities, Schedule and Costs."

4. Within fifteen (15) days of the execution of this Amendment, the Ports shall remit to Vendor payment of all outstanding invoices.

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

Dated: _____

By _____
Executive Director

Attest _____
Board Secretary

APPROVED AS TO FORM
_____, 2012
CARMEN A. TRUTANICH, City Attorney

By _____
Joy M. Crose, Assistant General Counsel

Account#	59967	W.O. #	08220
Ctr/Div#	0210	Job Fac.#	636-00
Proj/Prog#	652		
	Budget FY:	Amount:	(City of L.A. Portion Only)
	09/10	\$	
	10/11	\$	
	11/12		
	TOTAL	\$	
<u>For Acct/Budget Div. Use Only</u>			
Verified by:			
Verified Funds Available:			
Date Approved:			

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

Dated: _____

By _____
Executive Director

Attest _____
Board Secretary

APPROVED AS TO FORM
_____, 2012
ROBERT E. SHANNON, City Attorney

By _____
Dominic Holzhaus, Principal Deputy

PORTCHECK LLC

Dated: _____

By: _____
Bruce C. Wargo, President

Attest: _____

(Print/type name and title)

ATTACHMENT 1 - POST-COLLECTION TRUCK FEE
RESPONSIBILITIES, SCHEDULE AND COSTS

POST TRUCK FEE TERMINATION VENDOR TASKS	DUE DATE	ESTIMATED COST
COLLECTION TASKS		
Final Date for Gate Transactions for Collection of TF	12/31/2011	\$200,587.00
Final Date for Collection Efforts to Cargo Interests	1/31/2012	\$29,000.00
REMITTANCE TASKS		
Final Date to Remit Collections to Cities	1/31/2012	See Note below
FINAL ACCOUNT REPORTS TASKS		
List of Unpaid Accounts and Contact Information of Cargo Owner to Cities	1/31/2012	See Note below
Initial Draft Report of Final Accounting to Cities	2/15/2012	See Note below
Final Report of Final Accounting to Cities	5/31/2012	See Note below
FINAL AUDIT TASKS		
Final Audit	5/31/2012	\$30,000.00
ESCHEAT FUNDS TASKS		
Notices and Refunds to Account Holders	1/31/2012	\$16,000.00
Remit Escheated Funds to the States	1/31/2012	\$30,680.00

NOTE: These costs included in costs for "Collection Tasks."