

**ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY**

3760 KILROY AIRPORT WAY, SUITE 200, LONG BEACH, CALIFORNIA 90806 – TEL. (562) 247-7777 • FAX (562) 247-7090

February 24, 2022

To: Parties listed on Exhibit A

Subject: Notice of Mutual Agreement No. 2022-1 - Request for Approval under Amended and Restated Alameda Corridor Use and Operating Agreement

Matter: Term Extension through April 14, 2022 for Alameda Corridor Dispatching Agreement dated as of January 30, 2002, as amended

Ladies and Gentlemen:

Reference is made to that certain Amended and Restated Alameda Corridor Use and Operating Agreement (the Operating Agreement), dated December 15, 2016, by and among the BNSF Railway Company (BNSF), Union Pacific Railroad Company (UP), the City of Los Angeles, acting by and through its Board of Harbor Commissioners (POLA), the City of Long Beach, acting by and through its Board of Harbor Commissioners (POLB), and the Alameda Corridor Transportation Authority (ACTA).

The Operating Agreement governs the use and operation of the Alameda Corridor and, among other things, contains provisions that enable certain parties to make decisions from time to time by Mutual Agreement (as defined in the Operating Agreement). In particular, Mutual Agreement requires the approval from at least three of the following parties: BNSF, UP, POLB, and POLA. Pursuant to the terms of the Agreement, ACTA as an entity does not approve or disapprove Mutual Agreement matters.

Attached as Exhibit B is Notice of Mutual Agreement (NMA) No. 2022-1, for which approval by the requisite parties is requested at this time. The matter to be approved is described in the attached NMA. Following consideration and approval of the Matter, please email to ACTA a signed copy of the attached NMA; or, if such Matter is not approved by your entity, provide a written statement indicating such disapproval. Your response is requested no later than March 30, 2022. Once all responses are received, ACTA will send a letter to the four entities with the results.

If there are any questions, please advise.

Sincerely,

A handwritten signature in black ink, appearing to read 'Michael C. Leue', written in a cursive style.

Michael C. Leue, P.E.
Chief Executive Officer

EXHIBIT A
LIST OF PARTIES

Port of Los Angeles
425 South Palos Verdes Street
San Pedro, California 90733
Attn: Executive Director
Email: gene_seroka@portla.org

Port of Long Beach
415 W. Ocean Blvd., 11th Floor
Long Beach, California 90802
Attn: Executive Director
Email: mario.cordero@polb.com

BNSF Railway Company
2500 Lou Menk Drive
AOB -Garden Level
Fort Worth, Texas 76131
Attn: Assistant Vice President -
Contracts & Joint Facilities
Email: sarah.bailiff@bnsf.com

Union Pacific Railroad Company
1400 Douglas Street -Stop 1180
Omaha, Nebraska 68179
Attn: Director Joint Facilities
Email: melissagrosz@up.com

Cc:

Email: hmccloskey@portla.org

Email: Lauren.Misajon@longbeach.gov

Email: Brian.Aman@bnsf.com

Email: Katherine.Sieversen@bnsf.com

Email: jbarager@up.com

Email: tqioiello@portla.org

Email: HSok@portla.org

Email: GMartinez@portla.org

Email: KCartwright@portla.org

Email: David.Albers@longbeach.gov

Email: duane.kenagy@polb.com

Email: carlo.luzzi@polb.com

EXHIBIT B
NOTICE OF MUTUAL AGREEMENT

Number: NMA 2022-1

Subject: Request for Approval to Extend the Alameda Corridor Dispatching Agreement dated as of January 30, 2002, as amended.

Recommendation:

Approve an up to six-month extension through October 14, 2022 to the term of the Alameda Corridor Dispatching Agreement, dated as of January 30, 2002, as amended, between ACTA, the BNSF Railway Company, and Union Pacific Railroad Company, which agreements are set to expire April 14, 2022.

Discussion:

The Amended and Restated Use and Operating Agreement (UOA) requires that the Ports and Railroads, through Mutual Agreement, select the corridor dispatcher and that ACTA endeavor to enter into an agreement with the selected entity on the business terms specified by the Owner (Ports) and Railroads.

The existing Dispatching Agreement (Agreement) between ACTA, the BNSF Railway (BNSF), and Union Pacific Railroad (UP) have been in place since 2002 and will expire on April 14, 2022. Costs for the services provided under Agreement are paid directly by the Railroads.

The original term of the Agreement was five years, as approved by the former Operating Committee (OC), and both were extended twice with OC approval for an additional 10 years via two amendments through April 14, 2017. An interim extension of up to one year through April 14, 2018 was provided for in the second amendment to the agreement, which was exercised. Additional six-month extensions through October 14, 2018 and April 14, 2019, a one-year extension through April 14, 2020, and additional six-month extensions through October 14, 2020, April 14, 2021, October 14, 2021 and April 14, 2022 were approved (via NMA-2018-2, NMA-2018-3, NMA-2019-2, NMA-2020-2, NMA 2020-3, NMA 2021-1 and NMA 2021-3, respectively).

Approval of an additional up to six-month extension of the existing Agreement is hereby requested, until such time as a restated Agreement may be approved and executed or through October 14, 2022, whichever is earlier. The proposed amendment to the existing Agreement is attached.

Attachment: 10th Amendment to Dispatching Agreement

Please provide your acceptance and approval by affixing your signature, name and title below:

Port of Los Angeles

By: _____

Print Name: _____

Title: _____

Date: _____

Port of Long Beach

By: _____

Print Name: _____

Title: _____

Date: _____

BNSF Railway Company

By: _____

Print Name: _____

Title: _____

Date: _____

Union Pacific Railroad Company

By: _____

Print Name: _____

Title: _____

Date: _____

Attachment to Exhibit B