

1 **FIRST AMENDMENT TO CONTRACT FOR CONSULTING SERVICES**2 **BETWEEN THE CITY OF LONG BEACH AND**3 **RYPOS, INC.**4 **4733 TORRANCE BOULEVARD, SUITE 222**5 **TORRANCE, CALIFORNIA 90803**6 **TELEPHONE NO. (949) 395-4190**7 **FAX NO. (949) 706-1158**

8 **THIS FIRST AMENDMENT TO CONTRACT ("First Amendment") is made**
 9 **and entered into, in duplicate, as of the date executed by the Executive Director of the**
 10 **Long Beach Harbor Department ("Executive Director"), by and between the CITY OF**
 11 **LONG BEACH, a municipal corporation, acting by and through its Board of Harbor**
 12 **Commissioners ("City"), pursuant to authority granted by said Board at its meeting of**
 13 April 4, 2011; and RYPOS, INC., a Massachusetts corporation ("Consultant").

14 1. **This First Amendment is made with reference to the following facts**
 15 **and objectives:**

16 1.1 **City and Consultant entered into a contract for demonstration**
 17 **of an advanced diesel emission control system of cargo handling equipment dated**
 18 **December 20, 2010 (Harbor Department Doc. No. HD-7624).**

19 1.2 **City and Consultant desire to revise the scope of work and**
 20 **extend the term.**

21 2. **The revised scope of work is set forth in Exhibit B attached hereto**
 22 **and incorporated by this reference.**

23 3. **Paragraph 3 of the contract is deleted and hereby amended to read**
 24 **as follows:**

25 "3. **The term of this contract shall commence**
 26 **December 20, 2010 and shall end on December 31, 2012."**

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OFFICE OF THE CITY ATTORNEY
ROBERT E. SHANNON, City Attorney
333 West Ocean Boulevard, 11th Floor
Long Beach, CA 90802-4664

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4. Except as amended herein, the contract shall remain unchanged and in full force and effect.

RYPOS, INC., a Massachusetts corporation

MARCH 28, 2011

By: [Signature]
Name: PETER C. BRANSFIELD
Title: CEO

March 28, 2011

By: [Signature]
Name: DONALD A. SIMONEAU
Title: CEO

CONSULTANT

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

4-7, 2011

By: [Signature]
Richard D. Steinke
Executive Director
Long Beach Harbor Department

CITY

The foregoing document is hereby approved as to form.

4-6, 2011

ROBERT E. SHANNON, City Attorney
By: [Signature]
Charles M. Gale, Deputy

Exhibit B

SECTION 1: CONTACT INFORMATION & FUNDING REQUEST SUMMARY:

Business Name	Rypos, Inc. (Rypos)		
Address	3843 S. Bristol Street #131		
City	Santa Ana		
State	California	Zip	92704
Phone	(949) 395-4190	Fax	(949) 706-1158
Contact	Peter Ellison	Title	Western Regional Sales Manager
E-mail Address	pre@rypos.com		

Project Funding Request Summary:

TAP Funding Amount (POLB):	\$64,668.42
TAP Funding Amount (POLA):	\$64,668.42
Rypos/Vendor Co-Funding Applied to Project:	<u>\$192,803.16</u>
Total Project Cost:	\$322,140.00

SECTION 2: PROJECT DESCRIPTION

This project is intended to demonstrate the effectiveness of an advanced diesel emission control system on cargo handling equipment operating at the Ports. The Rypos HDPF/C is an active-regeneration diesel particulate/diesel oxidation catalyst that is expected to reduce total particulate matter emissions by greater than 85%.

The HDPF/C incorporates a microprocessor controlled electric heating element to burn off accumulated diesel particulate matter captured by the filter. A diesel oxidation catalyst attached to the outlet of the particulate filter is used to remove the soluble organic fraction of particulate matter while also significantly reducing hydrocarbon, carbon monoxide, and nitrogen dioxide emissions. Regeneration of the HDPF/C occurs automatically during cargo handling equipment operations and does not require additional actions on behalf of the equipment operator.

The objectives and criteria of the Rypos HDPF/C Demonstration Program are as follows:

- a. To successfully demonstrate the HDPF/C diesel particulate filtration system on a broad range of container handling equipment, including rubber tired gantry cranes, top and side handler mobile lifts
- b. To document 85% or greater reduction in cargo handling equipment emissions of total particulate matter (TPM), CO, NO₂, as well as reductions in other pollutants under typical cargo handling equipment operating conditions;

Upon successful demonstration of the above objectives, Rypos will seek to obtain Level 3 verification for the HDPF/C diesel particulate filtration system from the California Air Resources

Exhibit B

Board (CARB) for a broad range of cargo handling equipment applications; however, the ports will accept any appropriate verification level received as appropriate from CARB.

SECTION 3: STATEMENT OF WORK

The statement of work (SOW) includes all tasks associated with equipment selection, HDPF/C installation, device monitoring, all necessary maintenance during the demonstration phase, and emissions testing. An Emissions Testing Report will be prepared documenting the test protocols, procedures, and results.

Specific tasks to be conducted under this demonstration project are as follows:

- 1a. **RTGHDPF/C Demonstration at ITS Terminal – Port of Long Beach:** Rypos shall install, monitor, and maintain a HDPF/C diesel particulate filtration system, model RH406-L-C, on a model year 2004 Mitsui/Paceco rubber tired gantry crane (RTG) at the ITS terminal facility at the Port of Long Beach.
- 1b. **Top and Side HandlerHDPF/C Demonstration at STS Terminal – Port of Los Angeles:** Rypos shall install, monitor, and maintain three (3) HDPF/C diesel particulate filtration systems at STS Terminal located at the Port of Los Angeles. One (1) RH408-EL-C HDPF/Csystem shall be installed on a 2003 Mitsui/Paceco RTG, (1) RH310-M-C HDPF/Csystem shall be installed on a top handler lift truck; and one (1) RH310-M-C HDPF/Csystem shall be installed on a side handler lift truck.
- 2a. **Inspection, Maintenance, & Upgrade of Filters Installed at ITS Terminal – Port of Los Angeles:** Rypos shall remove, inspect, and upgrade the HDPF/C diesel particulate filtration systems installed on the top and side handler lifts demonstrated under Task 1a at the ITS Terminal at the Port of Long Beach. Following inspection, repair, and any upgrading, the selected diesel particulate filtration system shall be reinstalled at ITS Terminal at the Port of Long Beach.
- 2b. **Inspection, Maintenance, & Upgrade of Filters Installed at STS Terminal – Port of Los Angeles:** Rypos shall remove, inspect, and upgrade the HDPF/C diesel particulate filtration systems installed on the top and side handler lifts demonstrated under Task 1b at the STS Terminal at the Port of Los Angeles. Following inspection, repair, and any upgrading, the selected diesel particulate filtration systems shall be reinstalled at the STS Terminal at the Port of Los Angeles.

Exhibit B

3. **RTG HDPF/C Emissions Testing, Report and Report Submittal to CARB:** RYPOS shall perform emissions testing on the HDPF/C diesel particulate filtration system installed in Task 2a. Emissions testing will be conducted by a CARB approved test facility, acting in the capacity of subcontractor to Rypos. The test facility will conduct emissions testing in accordance with CARB Verification Protocols as delineated in Section 2703, Emissions Testing Requirements, of the California Code of Regulations Title 13. RYPOS shall prepare an Emissions Testing Report documenting all emissions testing protocols, procedures, and emission testing results. The Emissions Testing Report shall be submitted to the Port of Long Beach, Port of Los Angeles and submitted to CARB for verification.
4. **Receipt of California Air Resources Board Verification for the RTG HDPF/C:** RYPOS shall seek and obtain Level 3 CARB verification for the HDPF/C diesel particulate filtration system installed in Task 2a; however, the ports will accept any appropriate verification level received as appropriate from CARB. Rypos shall provide the Port of Long Beach and Port of Los Angeles a copy of the CARB letter of verification and/or CARB Executive Order confirming appropriate level of particulate matter reduction as well as the applicability of the HDPF/C diesel particulate filtration system's applicability to container handling equipment operated at the ports, including but not necessarily limited to rubber tired gantry cranes and container lift trucks.
5. **Top/Side Handler HDPF/C Emissions Testing, Report and Report Submittal to CARB:** Rypos shall perform emissions testing on the HDPF/C diesel particulate filtration system installed in Task 2b. Emissions testing will be conducted by a CARB approved test facility, acting in the capacity of subcontractor to Rypos. The test facility will conduct emissions testing in accordance with CARB Verification Protocols as delineated in Section 2703, Emissions Testing Requirements, of the California Code of Regulations Title 13. RYPOS shall prepare an Emissions Testing Report documenting all emissions testing protocols, procedures, and emission testing results. The Emissions Testing Report shall be submitted to the Port of Long Beach, Port of Los Angeles and submitted to CARB for verification.
6. **Receipt of California Air Resources Board Verification for the Top Handler HDPF/C:** Rypos shall seek and obtain Level 3 CARB verification for the top handler HDPF/C diesel particulate filtration system installed in Task 2b; however, the ports will accept any appropriate verification level received as appropriate from CARB. The verification of the HDPF/C diesel particulate filtration system received for the top handler will encompass the HDPF/C diesel particulate filtration system for the side handler. Rypos shall provide the Port of Long Beach and Port of Los Angeles a copy of the CARB letter of verification and/or CARB Executive Order confirming appropriate level of particulate matter reduction as well as the applicability of the HDPF/C diesel particulate filtration system's applicability to container handling equipment operated at the ports, including but not necessarily limited to rubber tired gantry cranes and container lift trucks.

Exhibit B

SECTION 4: PROJECT SCHEDULE

The following is the anticipated project schedule for the HDPF/C Demonstration & Emissions Testing Project. The following is the current project schedule, including identification of key project milestones:

PROJECT MILESTONE	COMPLETION
Task 1a: HDPF/C Demonstration at ITS Terminal – POLB Task 1b: HDPF/C Demonstration at STS Terminal – POLA	August 2010
Task 2a: Inspection, Maintenance & Upgrade of Filters at ITS Terminal Task 2b: Inspection, Maintenance, & Upgrade of Filters Installed at STS Terminal	September 2010
Task 3: RTG HDPF/C Emissions Testing, Report and Report Submittal to CARB	March 2011
Task 4: Receipt of CARB Verification for the RTG HDPF/C	June 2011
Task 5: Top/Side Handler HDPF/C Emissions Testing, Report and Report Submittal to CARB	January 2012
Task 6: Receipt of CARB Verification for the Top Handler HDPF/C	March 2012

SECTION 5: PROJECT COST

The following is the estimated costs for conducting the Rypos Technology Demonstration & Emissions Testing Project. All costs shown include necessary taxes.

	Cost
Task 1a, 1b: HDPF/C Demonstration	\$144,340.00
Task 2a, 2b: Inspection, Maintenance & Upgrade of Filters	\$16,600.00
Task 3,5: Emissions Testing, Report and Report Submittal to CARB	\$161,200.00
Task 4,6: Receipt of CARB Verification	
Total Costs	\$322,140.00

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SECTION 6: PAYMENT SCHEDULE

The ports will provide TAP funds to cover approximately 40% of the total project. The expenditure of TAP funding shall be made in accordance with successful completion of the following Statement of Work milestones (where the combined ports' TAP contract value is \$129,336.84):

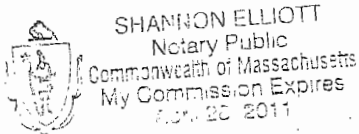
PROJECT MILESTONE	MILESTONE VERIFICATION	AMOUNT PAID
Task 3: RTG HDPF/C Emissions Testing, Report and Report Submittal to CARB	Completion of emissions testing to be verified by Port staff at time of invoice submittal. Emissions Testing Report to be reviewed for completeness by Port staff at time of report submittal.	35% of TAP contract value not to exceed \$45,267.89
Task 4: California Air Resources Board Verification for the RTG HDPF/C	Milestone completed upon receipt by Port staff of CARB Letter of Verification and/or CARB Executive Order	15% of TAP contract value not to exceed \$19,400.53
Task 5: Top/Side Handler HDPF/C Emissions Testing, Report and Report Submittal to CARB	Completion of emissions testing to be verified by Port staff at time of invoice submittal. Emissions Testing Report to be reviewed for completeness by Port staff at time of report submittal.	35% of TAP contract value not to exceed \$45,267.89
Task 6: California Air Resources Board Verification for the Top Handler HDPF/C	Milestone completed upon receipt by Port staff of CARB Letter of Verification and/or CARB Executive Order	15% of TAP contract value not to exceed \$19,400.53

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of Massachusetts
 County of Worcester }
 On 3/28/11 before me, Shannon Elliott Notary
Date Here Insert Name and Title of the Officer
 personally appeared Donald A Simoneau
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.



Place Notary Seal and/or Stamp Above

WITNESS my hand and official seal.

Signature: Shannon Elliott
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____ Signer's Name: _____

- Corporate Officer — Title(s): _____
- Individual
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER
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- Corporate Officer — Title(s): _____
- Individual
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

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Signer Is Representing: _____

Signer Is Representing: _____

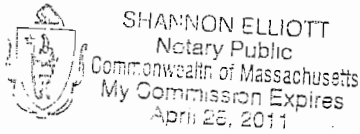
CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of Massachusetts
 County of Worcester }
 On 3/28/11 before me, Shannon Elliott
Date Here Insert Name and Title of the Officer
 personally appeared Peter Bransfield
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature: Shannon Elliott
Signature of Notary Public

Place Notary Seal and/or Stamp Above

OPTIONAL

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Signer's Name: _____ Signer's Name: _____

Corporate Officer — Title(s): _____ Corporate Officer — Title(s): _____

Individual Partner — Limited General Attorney in Fact Trustee Guardian or Conservator Other: _____

Attorney in Fact Trustee Guardian or Conservator Other: _____

Trustee Guardian or Conservator Other: _____

Guardian or Conservator Other: _____

Other: _____

Signer Is Representing: _____

Signer Is Representing: _____

RIGHT THUMBPRINT OF SIGNER

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