

## **Factors Germane to City Consent**

113.4 Factors Germane to City Consent. In evaluating any Transfer Notice, it shall not be unreasonable for City to withhold or condition its consent to a Transfer based on the following factors, among others:

(a) The net worth, financial condition and creditworthiness of the Transferee and the existence of any guaranty provided by the Transferee's parent or related entity or entities;

**Finance division has reviewed proposed tenant and guarantor financial information and finds the combination of tenant and guarantor sufficient to shoulder the Permit obligations including rent and environmental liability. Financial summary of tenant and guarantor provided below.**

### **Tenant – PBF Energy Western Region LLC (after closing)**

1. **\$837 million asset value plus existing inventory**
2. **\$X projected gross revenue, \$X projected net income**

### **Guarantor - PBF Energy, Inc. (Ultimate Parent) CY 2015 results**

1. **\$146 million net income**
2. **\$2.1 billion net equity**
3. **\$944 cash/cash equivalents year end**

(b) The character, experience and reputation of the Transferee (or its operator) in operating the business contemplated by the Transfer;

**PBF Energy Inc. will be the fourth largest independent refiner in the United States following the proposed acquisition of the Torrance refinery with approximately 900,000 barrels per day of crude oil processing capacity split between five refineries including four marine oil terminals. PBF Energy Inc., through its subsidiaries, operates oil refineries and related facilities in Delaware City, Delaware, Paulsboro, New Jersey and Toledo, Ohio. PBF Energy Inc.'s stated mission is to operate their facilities in a safe, reliable and environmentally responsible manner, that provides employees with a safe and rewarding workplace while being a positive influence in the communities where they do business.**

(c) Whether the Transfer will negatively impact the short-term or long-term development, land use or other plans of City's Harbor Department, and whether consent to such Transfer would violate any of the legal duties of City's Harbor Department, including duties owed to other tenants;

**Continued use of the Permit 914 premises as a marine oil terminal is consistent with the Port Master Plan as an existing permitted use. There are currently no conflicting existing legal duties of the Harbor Department that relate to the continued use of the Permit 914 premises as a marine oil terminal.**

(d) Whether the proposed Transfer is consistent with the terms and conditions of this Agreement in existence when Tenant submitted the Transfer Notice and with the laws, rules and regulations applicable to the Premises and Tenant's use and occupancy thereof;

**PBF Energy Western Region, LLC will continue to use the premises as a marine oil terminal consistent with the terms and conditions of Permit 914.**

(e) Whether the information provided by Tenant in connection with Subsection 113.3.1 (Transfer Notice) justifies such consent;

**ExxonMobil's Transfer Notice provided the information required by Subsection 113.3.1. The information provided in the Transfer Notice justifies consent of the proposed assignment based on the proposed tenant's and guarantor's collective financial standing, experience, and proposed use of the premises that is consistent with the Port Master Plan and the terms of Permit 914.**

(f) The Transferee's level of commitment and specific plans to invest to improve the Premises following approval of the proposed Transfer, if any;

**PBF Energy Western Region, LLC has agreed to a nonbinding term sheet which outlines their commitment to a long term permit and development of MOTEMS compliant wharf improvements subject to required approvals and CEQA assessments.**

(g) Whether there are uncured defaults including, without limitation, unpaid Rent and, if there are, whether the proposed transferee agrees to cure, remedy or otherwise correct any default by Tenant existing at the time of the Transfer, in a manner satisfactory to the Board; and

**There are currently no defaults related to Permit 914.**

(h) Whether the Transferee, its operator or any Affiliate of the Transferee or its operator is listed on any of the following lists maintained by the Officer of Foreign Assets Control of the U.S. Department of the Treasury, the Bureau of the Industry and Security of the U.S. Department of Commerce or their successors, or on any other list of Persons with which the City may not do business under Applicable Law: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List, and the Debarred List.

**Staff has reviewed the following referenced websites and did not find any listing of the proposed tenant or affiliated companies on any such lists.**

**The Office of Foreign Assets Control - Special Designated Nationals and Blocked Person List: <https://sanctionssearch.ofac.treas.gov/>**

**The Bureau of Industry and Security - Denied Persons List and Entity List: <http://www.bis.doc.gov/dpl/dpl.txt>**

**The Office of Defense Trade Controls - Debarred Parties List: <http://pmdtcc.state.gov/compliance/debar.html>**