



**ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY**

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

August 10, 2021

**To:** Parties listed on Exhibit A  
**Subject:** Notice of Mutual Agreement No. 2021-3 - 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. 2021-3, for which approval by the requisite parties is requested at this time. The matter to be approved is described in the attached NMA (the "Matter"). 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 September 30, 2021. 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,

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](mailto:gene_seroka@portla.org)

Port of Long Beach  
415 W. Ocean Blvd., 11<sup>th</sup> Floor  
Long Beach, California 90802  
Attn: Executive Director  
Email: [mario.cordero@polb.com](mailto: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](mailto:sarah.bailiff@bnsf.com)

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

Cc:

Email: [hmccloskey@portla.org](mailto:hmccloskey@portla.org)  
Email: [Lauren.Misajon@longbeach.gov](mailto:Lauren.Misajon@longbeach.gov)  
Email: [Brian.Aman@bnsf.com](mailto:Brian.Aman@bnsf.com)  
Email: [Katherine.Sieversen@bnsf.com](mailto:Katherine.Sieversen@bnsf.com)  
Email: [jbarager@up.com](mailto:jbarager@up.com)  
Email: [tgioiello@portla.org](mailto:tgioiello@portla.org)  
Email: [HSok@portla.org](mailto:HSok@portla.org)  
Email: [GMartinez@portla.org](mailto:GMartinez@portla.org)  
Email: [KCartwright@portla.org](mailto:KCartwright@portla.org)  
Email: [David.Albers@longbeach.gov](mailto:David.Albers@longbeach.gov)  
Email: [duane.kenagy@polb.com](mailto:duane.kenagy@polb.com)  
Email: [carlo.luzzi@polb.com](mailto:carlo.luzzi@polb.com)

**EXHIBIT B**  
**NOTICE OF MUTUAL AGREEMENT**

**Number: NMA 2021-3**

**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 April 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 October 14, 2021.

**Discussion:**

The Amended and Restated Use and Operating Agreement (UOA) requires that the Ports and Railroads, through Mutual Agreement, select the corridor dispatcher and security provider 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 October 14, 2021. 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 both agreements, 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 and October 14, 2021 were approved (via NMA-2018-2, NMA-2018-3, NMA-2019-2, NMA-2020-2, NMA 2020-3, and NMA 2021-1, 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 April 14, 2022, whichever is earlier. The proposed amendment to the existing Agreement is attached.

The parties will subsequently be negotiating a restated Agreement, which will include assignment of dispatch parties and responsibilities and a new Agreement term. Approval of the restated Agreement will be the subject of a future Notice of Mutual Agreement.

Attachment: 9<sup>th</sup> 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: \_\_\_\_\_