

NINTH AMENDMENT TO
PERMIT NO. 733
EAGLE MARINE SERVICES, LTD.

Permit No. 733, as amended, between the CITY OF LOS ANGELES, a municipal corporation acting by and through its Board of Harbor Commissioners ("City"), and EAGLE MARINE SERVICES, LTD. ("Tenant"), is hereby amended an ninth time as follows:

1. Section 1(b). Section 1(b) of the Agreement which states as follows:

“(b) Term. Unless earlier terminated in accordance with the provisions of Section 9(f) or 13, if Tenant’s Occupancy Date as defined in Section 9(d) occur after June 30th, this Agreement shall terminate on the thirtieth (30th) anniversary beginning January 1st of the calendar year following the Occupancy Date. Otherwise, this Agreement shall terminate on the thirtieth (30th) anniversary beginning January 1st of the calendar year in which the occupancy date occurs.”

is hereby amended to state as follows:

“(b) Term. Unless earlier terminated in accordance with the provisions of Section 9(f) or 13, this Agreement shall terminate at midnight on September 9, 2043.”

2. Section 2(c). Section 2(c) of the Agreement, “Applicability of Tariff No. 4,” hereby is deleted in its entirety, and hereby is replaced with the following provision, with the intent being, without prejudice and subject to the provisions of Sections 4(c)(2), 4(c)(3) and 15, to bind Tenant to the terms and provisions of the Tariff in the same manner as all other container terminal tenants of City:

“2(c) Premises Subject to Tariff. Tenant accepts the premises described herein and shall undertake the permitted uses set forth in Section 3 subject to each and every of the terms and conditions provided herein, and to each and every of the rates, terms and conditions of Tariff No. 4 of City’s Harbor Department as it now exists or may be amended or superseded (“Tariff” or “tariff”). Tenant represents and warrants that it has received, read and understands the rates, terms and conditions of the Tariff and covenants that, at all times during the term of this Agreement, it shall maintain a complete and current Tariff at the premises. Except as otherwise set forth in this Agreement, Tenant is contractually bound by all Tariff rates, terms and conditions as if the same were set forth in full herein. City in its sole and absolute discretion shall determine if a conflict exists between a provision of this Agreement and a Tariff provision, understanding that the payment obligations of Tenant under certain Tariff items, as set forth below in this Section 2(c), have been fully released. In the event of such conflict, this Agreement shall at all times prevail.

Notwithstanding the foregoing, Tenant's payment of compensation to City pursuant to the provisions of Section 4 of the Agreement shall fully release Tenant from paying City: (i) dockage (Tariff Item 400, et seq.) on containerized cargo only; (ii) wharfage (Tariff Item 500, et seq.) on containerized cargo only; (iii) storage (Tariff Item 790) ; (iv) demurrage (Tariff Item 780) ; and (v) rental for office space included in the City Improvements (Tariff Item 1100)."

3. Section 3(j). A new Section 3(j) hereby is added, as follows:

"(j) Environmental Compliance and Mitigation Obligations.

(1) Following the effective date of this Ninth Amendment, to the extent any conflicts arise or are deemed to exist between the requirements or language of this Ninth Amendment, on one hand, and the terms of the Agreement as it existed prior the effective date of this Ninth Amendment, on the other, the terms of this Ninth Amendment shall prevail and control. Said terms include the revised project description set forth in the Addendum to the Berths 302-306 APL Container Terminal Project Final Environmental Impact Report, of October 2016.

(2) For purposes of this Section 3(i), the term "Environmental Laws" shall mean the environmental laws and implementing regulations which are a subset of the applicable laws with which Tenant must comply pursuant to Section 17(c) of this Agreement and which are applicable to the Premises and/or Tenant's use and/or occupancy thereof, in their form as of the effective date of this Ninth Amendment or as subsequently amended, or as may be promulgated during the term of this Agreement or any holdover. Such Environmental Laws, applicable as of the effective date of this Ninth Amendment to all container terminals of City, include but are not limited to:

(i) CERCLA (as defined in Section 10(c)(1) of this Agreement) and its implementing regulations;

(ii) RCRA (as defined in Section 10(c)(1) of this Agreement) and its implementing regulations;

(iii) The federal Clean Water Act (33 U.S.C. Sections 1251-1376, et seq.) and its implementing regulations;

(iv) The California Porter Cologne Water Quality Control Act (California Water Code, Division 7) and its implementing regulations;

(v) The federal Clean Air Act (42 U.S.C. Sections 7401-7601) and its implementing regulations;

(vi) The California Clean Air Act of 1988 and its implementing regulations;

(vii) The state Lewis Air Quality Act of 1976 and its implementing regulations;

(viii) The California Environmental Quality Act;

(ix) The National Environmental Policy Act; and

(x) Any other applicable federal, state, or local law, regulation, ordinance or requirement (including consent decrees and administrative orders imposing liability or standard of conduct) now or hereinafter in effect which concerns hazardous materials (as that term is used in Section 10(c)(1) of this Agreement, the premises and/or Tenant's use and/or occupancy thereof.

(3) On and following the effective date of this Ninth Amendment, in its use and occupancy of the premises, Tenant shall comply (and shall immediately halt and remedy any incident of non-compliance) with: (a) Environmental Laws; (b) the environmental mitigation measures ("Mitigation Measures") and Mitigation Monitoring and Reporting Program set forth collectively in Exhibit "J-1" hereto.

(4) Tenant shall establish and thereafter observe and maintain a written program to facilitate such compliance in accordance with the format and content and other requirements set forth on Exhibit "K" hereto, which program shall be referred to as the "Environmental Compliance Program" or "ECP." City's review and approval of such ECP shall not relieve Tenant of its obligations pursuant to this Section 3(i).

(5) Following the effective date of this Ninth Amendment, upon mutual written agreement of Board and Tenant, Board may revise Exhibit "J-1."

4. No Changes Except as Stated Herein. Except as expressly amended herein, all remaining terms and conditions of Permit No. 733, as amended, shall remain unchanged.
5. Effective Date. The effective date of this Ninth Amendment shall be upon execution by the Executive Director and Secretary of City's Board of Harbor Commissioners after approval of the City Council of the Resolution approving this Ninth Amendment.

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IN WITNESS WHEREOF, the parties hereto have executed this Ninth Amendment to Permit No. 733 on the date to the left of their signatures.

Dated: _____

THE CITY OF LOS ANGELES, by its
Board of Harbor Commissioners


By _____
Executive Director

Attest _____
Board Secretary

EAGLE MARINE SERVICES, LTD.

Dated: 10/17/16

By 
McKenna Brown, Assistant Secretary
(Type/Print Name and Title)

Attest 
(Type/Print Name and Title)
VP General Counsel

APPROVED AS TO FORM AND LEGALITY

10/18, 2016
MICHAEL N. FEUER, City Attorney
JANNA B. SIDLEY, General Counsel

By 
STEVEN Y. OTERA, Deputy

EXHIBIT J-1

REVISED MITIGATION MONITORING AND REPORTING PROGRAM

Berths 302-306 [APL] Container Terminal Project

Addendum #1 to the Final Environmental Impact Report / EIS certified in June 2012

Prepared By:

Environmental Management Division
Port of Los Angeles



Contact:

Environmental Management Division
Port of Los Angeles
310.732.3675

October 2016

Mitigation Monitoring and Reporting Program

Introduction/Background

A Final Environmental Impact Report (Final EIR) for the proposed Berths 302-306 American President Lines Container Terminal Project to be operated by Eagle Marine Services, LTD (APL/EMS) was certified by the Los Angeles Board of Harbor Commissioners (Board) on June 7, 2012 (SCH #2009071031 and APP No. 081203-131). The Board also approved the project itself, including improvements and expansion to the existing Pier 300 container terminal (Alternatively referred to as Project or Approved Expansion Project). The Board then issued and approved a Level III Coastal Development Permit (CDP #1207) on June 21, 2012. The overall purpose of the Approved Expansion Project was to “optimize and expand the cargo-handling capacity at the terminal to accommodate the increased throughput demand” expected at the Port of Los Angeles (Final EIR, Section ES.2.3, page ES-5). This expansion would be achieved through waterside and landside improvements at the site. The Final EIR was prepared by the City of Los Angeles Harbor Department (LAHD) as Lead Agency under the California Environmental Quality Act (CEQA) to address the significant environmental effects of the proposed project, recommend mitigation measures to avoid or minimize the significant effects, and describe a range of reasonable alternatives.

At approximately 291 acres, the Pier 300 terminal is the second largest cargo container terminal at the Port of Los Angeles. APL/EMS is the permit holder and terminal operator and has an existing lease, (Permit #733) that will expire in 2027. Subsequent to completion of the Final EIR, APL/EMS chose not to develop the Approved Expansion Project and instead has now proposed a smaller revised project that continues with its current operations with minor modifications while extending the term of their existing lease for financial stability (Proposed Revised Project). Accordingly, an Addendum is now being prepared pursuant to the requirements of CEQA and focuses on the incremental changes to the Approved Expansion Project and assesses any new significant impacts or an increase in severity of previously identified impacts that would occur as a result of the Proposed Revised Project pursuant to CEQA Guidelines Section 15162 et seq.

Though the Proposed Revised Project would be much smaller than what was analyzed in the Final EIR, the mitigation measures set forth in the adopted Mitigation Monitoring and Report Plan (MMRP) for the Approved Expansion Project remain, though with timing and sequencing that would begin at the time amendments to Permit #733 are approved that would allow implementation of the Proposed revised Project. The proposed modified timing for mitigation measures is set forth herein as a revised MMRP (Revised MMRP). The Revised MMRP includes strikeouts and underlined texts to show revisions to timing and sequencing of mitigation measures. Please note no mitigation measures were deleted as a result of the Proposed Revised Project.

Monitoring and Reporting Procedures

Mitigation measures, lease measures and standard conditions of approval will be implemented in accordance with this MMRP. Construction bid specifications, if necessary, shall include all applicable construction measures and the contractor(s) work plans shall be provided to LAHD Environmental Management Division (EMD) for review and approval. Operational mitigation measures and lease measures will be monitored by EMD and any specified responsible parties designated by EMD.

The Proposed Revised Project modifications do not currently contain any significant construction components; however, all measures will remain herein as was originally certified in the 2012 Final EIR.

The LAHD shall be responsible for administering the MMRP and ensuring that all parties comply with its provisions. The LAHD may delegate monitoring activities to staff, consultants, or contractors. All construction mitigation measures will be included in the bid specifications in order to document how the contractor intends to comply with all measures applicable to the contract including application of Best Management Practices (BMPs). All mitigation measures and leasing policy requirements will be included in leases and lease amendments. The LAHD will ensure that monitoring is documented through periodic reports and that deficiencies are promptly corrected. The designated environmental monitor will track and document compliance with mitigation measures, note any problems that may result, and take appropriate action to rectify problems.

Mitigation Monitoring and Reporting Program Implementation

Pursuant to Public Resources Code 21081.6 and CEQA Guidelines Section 15097, this MMRP was prepared to verify compliance with individual mitigation measures. This MMRP identifies each mitigation measure by discipline as well as the entity (organization) responsible for its implementation and the timing.

Mitigation Monitoring and Reporting Program Summary

Table 1. Mitigation Monitoring and Reporting Program Summary for the Berths 302-306 [APL] Container Terminal Project

<i>Mitigation Measure, Lease Measure or Standard Condition of Approval</i>	<i>Timing and Methods</i>
Air Quality, Meteorology and Greenhouse Gases: Construction	
<p>MM AQ-1. Harbor Craft Used During Construction.</p> <ol style="list-style-type: none"> 1. All harbor craft with C1 or C2 marine engines must utilize a USEPA Tier-3 engine, or cleaner. 2. All dredging equipment shall be electric. 	<p>Timing: During specified construction phases,</p> <p>Methods: This measure shall be incorporated into the LA bid and contract specifications for all construction work to reduce the impact of construction diesel emissions. The contractor shall adhere to these specifications throughout construction phases. Enforcement shall include oversight by the LAHD project/construction manager or designated building inspectors to ensure compliance with contract specifications.</p> <ol style="list-style-type: none"> 1. This measure shall be met unless the contractor is able to provide proof that one of the following circumstances exists: <ul style="list-style-type: none"> ▪ A piece of specialized equipment is unavailable in controlled form, or within the required Tier level, within the state of California, including through a leasing agreement; ▪ A contractor has applied for necessary incentive funds to put controls on a piece of uncontrolled equipment planned for use on the project, but the application process is not yet approved, or the application has been approved, but funds are not yet available; ▪ A contractor has ordered a control device for a piece of equipment planned for use on the project, or the contractor has ordered a new piece of controlled equipment to replace the uncontrolled equipment, that order has not been completed by the manufacturer or dealer. In addition, for this exemption to apply, the contractor must attempt to lease controlled equipment to avoid using

<i>Mitigation Measure, Lease Measure or Standard Condition of Approval</i>	<i>Timing and Methods</i>
	<p>uncontrolled equipment, but no dealer within 200 miles of the project has the controlled equipment available for lease.</p> <p>2. This measure shall be met unless contractor can demonstrate that such equipment is not feasible for a specific activity.</p>
<p>MM AQ-2. Cargo Ships Used During Construction.</p> <ol style="list-style-type: none"> 1. All ships and barges used primarily to deliver construction-related materials to a LAHD-contractor construction site shall comply with the expanded Vessel Speed Reduction Program (VSRP) of 12 knots between 40 nautical miles (nm) from Point Fermin and the Precautionary Area. 2. These ships must also use low-sulfur fuel (maximum sulfur content of 0.12 percent) in auxiliary engines, main engines, and boilers within 40 nm of Point Fermin <u>in accordance with the 200 nm federal Emission Control Area</u>. This condition is superseded by CARB regulations for ships operating within 24 nm of the shoreline where the maximum allowable sulfur content is 0.1 percent. This mitigation measure goes above and beyond CARB's rule in that it requires 0.2 percent sulfur fuel between 25 and 40 nm, whereas the CARB rule requires 0.1 percent sulfur fuel, but only applies to vessels within 24 nm of the shoreline. 	<p>Timing: During specified construction phases.</p> <p>Methods: This measure shall be incorporated into the LA bid and contract specifications for all construction work to reduce the impact of construction diesel emissions. The contractor shall adhere to these specifications throughout construction phases. Enforcement shall include oversight by the LAHD project/construction manager or designated building inspectors to ensure compliance with contract specifications.</p>
<p>MM AQ-3. Fleet Modernization for On-Road Trucks Used During Construction.</p> <ol style="list-style-type: none"> 1. Trucks hauling material such as debris or any fill material will be fully covered while operating off Port property. 2. Idling will be restricted to a maximum of 5 minutes when not in use. 3. USEPA Standards: <ul style="list-style-type: none"> • For On-road trucks with a gross vehicle weight rating (GVWR) of at least 19,500 pounds: Comply with USEPA 2010 2007 on-road emission standards for PM₁₀ and NO_x (0.01 grams per brake horsepower-hour (g/bhp-hr) and 1.2 g/bhp-hr or better, respectively). 	<p>Timing: During specified construction phases.</p> <p>Methods: This measure shall be incorporated into the LA bid and contract specifications for all construction work to reduce the impact of construction diesel emissions. The contractor shall adhere to these specifications throughout construction phases. Enforcement shall include oversight by the LAHD project/construction manager or designated building inspectors to ensure compliance with contract specifications.</p> <p>The construction equipment measures shall be met, unless of the following circumstances exist and the contractor is to provide proof that any of these circumstances exists:</p> <ul style="list-style-type: none"> • A piece of specialized equipment is unavailable in a

<i>Mitigation Measure, Lease Measure or Standard Condition of Approval</i>	<i>Timing and Methods</i>
	<p>controlled form within the state of California, including through a leasing agreement.</p> <ul style="list-style-type: none"> • A contractor has applied for necessary incentive funds, put controls on a piece of uncontrolled equipment planned for use on the project, but the application process is not yet approved, or the application has been approved, but funds are not yet available. • A contractor has ordered a control device for a piece of equipment planned for use on the project, or the contractor has ordered a new piece of controlled equipment to replace the uncontrolled equipment, but the order has not been completed by the manufacturer or dealer. In addition, for this exemption to apply, the contractor must attempt to lease controlled equipment to avoid using uncontrolled equipment, but no dealer within 200 miles of the project has the controlled equipment available for lease.
<p>MM AQ-4. Fleet Modernization for Construction Equipment (Except Vessels, Harbor Craft and On-Road Trucks) Requirements.</p> <ol style="list-style-type: none"> 1. Construction equipment will incorporate, where feasible, emissions-savings technology such as hybrid drives and specific fuel economy standards. 2. Idling will be restricted to a maximum of 5 minutes when not in use. 3. Equipment Engine Specifications: <ul style="list-style-type: none"> • Tier 4 equipment shall be considered based on availability at the time the construction bid is issued. • At a minimum, prior to January 1, 2015, all off-road diesel-powered construction equipment greater than 50 hp will meet Tier 3 off-road emission standards at a minimum. In addition, this equipment will be retrofitted with a CARB-verified Level 3 DECS. • From January 1, 2015 on: All off-road diesel-powered construction equipment greater than 50 hp will meet Tier 4 off-road emission standards at a minimum. 	<p>Timing: During specified construction phases.</p> <p>Methods: This measure shall be incorporated into the LA bid and contract specifications for all construction work to reduce the impact of construction diesel emissions. The contractor shall adhere to these specifications throughout construction phases. Enforcement shall include oversight by the LAHD project/construction manager or designated building inspectors to ensure compliance with contract specifications.</p> <p>The construction equipment measures shall be met, unless one of the following circumstances exist and the contractor is to provide proof that any of these circumstances exists:</p> <ul style="list-style-type: none"> • A piece of specialized equipment is unavailable in a controlled form within the state of California, including through a leasing agreement. • A contractor has applied for necessary incentive funds, put controls on a piece of uncontrolled equipment planned for use on the project, but the application process is not yet approved, or the application has been approved, but funds are not yet available.

<i>Mitigation Measure, Lease Measure or Standard Condition of Approval</i>	<i>Timing and Methods</i>
	<p>yet approved, or the application has been approved, but funds are not yet available.</p> <ul style="list-style-type: none"> • A contractor has ordered a control device for a piece of equipment planned for use on the project, or the contractor has ordered a new piece of controlled equipment to replace the uncontrolled equipment, but the order has not been completed by the manufacturer or dealer. In addition, for this exemption to apply, the contractor must attempt to lease controlled equipment to avoid using uncontrolled equipment, but no dealer within 200 miles of the project has the controlled equipment available for lease.
<p>MM AQ-5. Construction Best Management Practices (BMPs).</p> <p>LAHD shall implement BMPs to reduce air emissions from all LAHD-sponsored construction projects, including:</p> <ol style="list-style-type: none"> 1. Use of diesel oxidation catalysts and catalyzed diesel particulate traps. 2. Maintain equipment according to manufacturer's specifications. 3. Restricting idling of construction equipment and on-road heavy-duty trucks to a maximum of 5 minutes when not in use. 4. Install high-pressure fuel injectors on construction equipment vehicles. 5. Maintain a minimum buffer zone of 300 meters between truck traffic and sensitive receptors. 6. Improve traffic flow by signal synchronization. 7. Enforce truck parking restrictions. 8. Provide on-site services to minimize truck traffic in or near residential areas, including, but not limited to, the following services: meal or cafeteria services, automated teller machines, etc. 9. Re-route construction trucks away from congested streets or sensitive receptor areas. 10. Provide dedicated turn lanes for movement of construction trucks and equipment on- and off-site. 11. Use electric power in favor of diesel power where available. 	<p>Timing: During specified construction phases.</p> <p>Methods: This measure shall be incorporated into the LA bid and contract specifications for all construction work to reduce the impact of construction diesel emissions. The LAHD shall determine the BMPs once the contractor identifies and secures a final equipment list. The contractor shall adhere to these specifications throughout construction phases. Enforcement shall include oversight by the LAHD project/construction manager or designated building inspectors to ensure compliance with contract specifications.</p>

<i>Mitigation Measure, Lease Measure or Standard Condition of Approval</i>	<i>Timing and Methods</i>
<p>MM AQ-6. Additional Fugitive Dust Controls.</p> <ol style="list-style-type: none"> 1. SCAQMD Rule 403 requires a Fugitive Dust Control Plan be prepared and approved for construction sites. Construction contractors are required to obtain a 403 Permit from SCAQMD prior to construction. 2. Applicable Rule 403 measures/BMPs to reduce dust shall be included in the contractor's Fugitive Dust Control Plan, at a minimum. 	<p>Timing: During specified construction phases.</p> <p>Methods: This measure shall be incorporated into the LA bid and contract specifications for all construction work to reduce the impact of fugitive dust (PM10) emissions. The contractor shall adhere to these specifications throughout construction activities. Enforcement shall include oversight by the LAHD project/construction manager or designated building inspectors to ensure compliance with contract specifications.</p>
<p>MM AQ-7. General Mitigation Measure.</p> <p>For any of the above mitigation measures (MM AQ-1 through AQ-6), if a CARB-certified technology becomes available and is shown to be as good as or better in terms of emissions performance than the existing measure, the technology could replace the existing measure pending approval by LAHD. Measures will be set at the time a specific construction contract is advertised for bids.</p>	<p>Timing: During specified construction phases.</p> <p>Methods: This measure shall be incorporated into the LA bid and contract specifications. The contractor(s) shall submit a plan for review and approval by LAHD prior to beginning any construction activity, which would include any proposed new technology.</p>
<p>MM AQ-8. Special Precautions near Sensitive Sites.</p> <p>All construction activities located within 1,000 feet of sensitive receptors (defined as schools, playgrounds, daycares, and hospitals) shall notify each of these sites in writing at least 30 days before construction activities begin.</p>	<p>Timing: During specified construction phases.</p> <p>Methods: This measure shall be incorporated into the LA bid and contract specifications for all construction activity. The contractor(s) shall submit for review and approval by LAHD prior to beginning of any construction activity, a plan to notify sensitive receptors.</p>

Mitigation Measure, Lease Measure or Standard Condition of Approval	Timing and Methods
Air Quality, Meteorology and Greenhouse Gases: Operation	
<p>MM AQ-9. Alternative Maritime Power (AMP)</p> <p>APL ships calling at Berths 302-306 must use AMP at the following percentages with hoteling in the Port:</p> <ul style="list-style-type: none"> • 2017: 70 percent of total ship calls. • 2026: 95 percent of total ship calls. 	<p>Timing: During operation.</p> <p>Methods: This measure shall be incorporated into the lease agreements. Tenant shall submit bi-annual compliance reports documenting compliance to the Environmental Management Division. Vessel calls shall be monitored by the Wharfing Office and the Environmental Management Division. Enforcement shall include oversight by the Real Estate Division. Annual staff reports shall be made available to the Board at a regularly scheduled public Board Meeting.</p>
<p>MM AQ-10. Vessel Speed-Reduction Program.</p> <p>All ships calling at Berths 302-306 shall comply with the expanded VSRP of 12 knots between 40 nm from Point Fermin and the Precautionary Area in the following implementation schedule:</p> <ul style="list-style-type: none"> • 2014 and thereafter: 95 percent 	<p>Timing: During operation. <u>This measure will commence beginning the second calendar year after lease amendment approval.</u></p> <p>Methods: This measure shall be incorporated into the lease agreements. Tenant shall be monitored by the Wharfing Office and the Environmental Management Division through data provided from the Marine Exchange. Bi-annual tenant compliance reports shall be supplied to the Environmental Management Division. Enforcement shall include oversight by the Real Estate Division. Annual staff reports shall be made available to the Board at a regularly scheduled public Board Meeting.</p>
<p>MM AQ-11. Cleaner OGV Engines.</p> <p>The Tenant shall seek to maximize the number of vessels calling at the Berths 302-306 terminal that meet the IMO NOx limit of 3.4 g/kW-hr. The IMO Tier 2 NOx standards came into effect January 1, 2011 for new vessels. IMO Tier 3 NOx standards will become effective January 1, 2016 for new vessels operating in Emission Control Areas. When ordering new ships bound for the Port of Los Angeles, the purchaser shall confer with the ship designer and engine manufacturer to determine the feasibility of incorporating all emission reduction technology and/or design options.</p>	<p>Timing: During operation. <u>Immediately following approval of the Lease Amendment Agreement.</u></p> <p>Methods: This measure shall be incorporated into the lease agreements. Tenant shall submit quarterly reporting forms documenting compliance to LAHD. Wharfing Office and Environmental Management Division will independently monitor through monitoring data provided by the Marine Exchange. Bi-annual tenant compliance reports shall be supplied to the Environmental Management Division. Enforcement shall include oversight by the Real Estate Division. Annual staff reports shall be made available to the Board at a regularly scheduled public Board Meeting.</p>

<i>Mitigation Measure, Lease Measure or Standard Condition of Approval</i>	<i>Timing and Methods</i>
<p>MM AQ-12: OGV Engine Emissions Reduction Technology Improvements.</p> <p>When using or retrofitting existing ships bound for the Port, the Tenant shall determine the feasibility of incorporating all emission reduction technology and/or design options. Such technology shall be designed to reduce criteria pollutant emissions (NOx and DPM). Some examples of potential methods for reducing emissions from large marine diesel engines include:</p> <ul style="list-style-type: none"> • Direct Water Injection • Fuel Water Emulsion • Humid Air Motor • Exhaust Gas Recirculation • Selective Catalytic Reduction • Continuous Water Injection • Slide Valves 	<p>Timing: During operation.</p> <p>Methods: This measure shall be incorporated into the lease agreements. Biannual tenant compliance reports shall be supplied to the Environmental Management Division. Enforcement shall include oversight by the Real Estate Division. Annual staff reports shall be made available to the Board at a regularly scheduled public Board Meeting.</p>
<p>MM AQ-13: Yard Tractors at Berths 302-306 Terminal.</p> <p>By the end of 2013, aAll yard tractors operated at the terminal shall meet USEPA Tier 4 non-road or 2007 on-road emission standards.</p>	<p>Timing: During operation. <u>Beginning the second calendar year following Lease Amendment Approval.</u></p> <p>Methods: This measure shall be incorporated into the lease agreements. Bi-annual tenant compliance reports shall be supplied to the Environmental Management Division. Enforcement shall include oversight by the Real Estate Division. Annual staff reports shall be made available to the Board at a regularly scheduled public Board Meeting.</p>
<p>MM AQ-14: Yard Equipment at Berth 302-306 Railyard.</p> <p>All diesel powered equipment operated at the Berths 302-306 terminal rail yard shall implement the requirements discussed below in MM AQ-15.</p>	<p>Timing: <u>The measure will commence by the end of the third calendar year after Lease Amendment Approval.</u> During operation.</p> <p>Methods: This measure shall be incorporated into the lease agreements. Bi-annual tenant feasibility reports shall be supplied to the Environmental Management Division. Enforcement shall include oversight by the Real Estate Division. Annual staff reports shall be made available to the Board at a regularly scheduled public Board Meeting.</p>

<i>Mitigation Measure, Lease Measure or Standard Condition of Approval</i>	<i>Timing and Methods</i>
<p>MM AQ-15: Yard Equipment at Berths 302-306 Terminal.</p> <ul style="list-style-type: none"> By the end of 2012, all terminal equipment equipped with Tier 1 or 2 engines less than 750 hp must meet 2010 on road or Tier 4 standards by 2012. By the end of 2012, the highest available Verified Diesel Emissions Controls (VDECs) shall be installed on all Tier 3 equipment. By the end of 2015, all terminal equipment equipped with Tier 3 engines shall meet USEPA Tier 4 non-road engine standards. 	<p>Timing: During operation The measure will commence by the end of the third calendar year after Lease Amendment Approval.</p> <p>Methods: This measure shall be incorporated into the lease amendment agreements. Bi-annual tenant compliance reports shall be supplied to the Environmental Management Division.</p> <p>Enforcement shall include oversight by the Real Estate Division. Annual staff reports shall be made available to the Board at a regularly scheduled public Board Meeting.</p>
<p>MM AQ-16. Truck Idling-Reduction Measure.</p> <p>Within six months of the effective date of the Lease Amendment Approval agreement and thereafter for the remaining term of the Permit and any holdover, the terminal operator shall ensure that truck idling is reduced to less than 30 minutes in total or 10 minutes at any given time while on the terminal through measures that include but are not limited to, the following:</p> <ul style="list-style-type: none"> The operator shall maximize the durations when the main gates are left open, including during off-peak hours (6pm to 7am) The operator shall implement an appointment-based system for receiving and delivering containers to minimize truck queuing (trucks lining up to enter and exit the terminal's gate) The operator shall design the main entrance and exit gates to exceed the average hourly volume of trucks that enter and exit the gates (truck flow capacity) to ensure queuing is minimized. 	<p>Timing: During operation This measure will commence one month from the date of Lease Amendment Approval.</p> <p>Methods: This measure shall be incorporated into the lease agreements. Bi-annual tenant compliance reports shall be supplied to the Environmental Management Division. Enforcement shall include oversight by the Real Estate Division. Annual staff reports shall be made available to the Board at a regularly scheduled public Board Meeting.</p>

<i>Mitigation Measure, Lease Measure or Standard Condition of Approval</i>	<i>Timing and Methods</i>
<p>MM AQ-17: Compact Fluorescent Light Bulbs.</p> <p>All interior buildings on the premises shall exclusively use fluorescent light bulbs, compact fluorescent light bulbs, or a technology with similar energy-saving capabilities, for ambient lighting within all terminal buildings. The tenant shall also maintain and replace any LAHD-supplied compact fluorescent light bulbs.</p>	<p>Timing: During construction and operation</p> <p>Methods: For newly constructed buildings, this measure shall be incorporated into the LAHD design and bid and contract specifications. The contractor shall adhere to these specifications throughout construction phases. Enforcement shall include oversight by the LAHD project/construction manager or designated building inspectors to ensure compliance with contract specifications.</p> <p>For all buildings: This measure shall be incorporated into lease agreements and shall be implemented initially by LAHD, and thereafter by the tenant. Bi-annual tenant compliance reports shall be supplied to the Environmental Management Division. Enforcement shall include oversight by the Real Estate Division. Annual staff reports shall be made available to the Board at a regularly scheduled public Board Meeting.</p>
<p>MM AQ-18: Energy Audit.</p> <p>The tenant shall conduct an energy audit by a third party of its choice every 5 years and install innovative power saving technology (1) where it is feasible; and (2) where the amount of savings would be reasonably sufficient to cover the costs of implementation. Such systems help to maximize usable electric current and eliminate wasted electricity, thereby lowering overall electricity use.</p>	<p>Timing: <u>During operation (every five years). This measure shall be required every five years with the first audit occurring five year after Lease Amendment Approval and every five years thereafter.</u></p> <p>Methods: This measure shall be incorporated into the lease agreements. A compliance report shall be supplied to the Environmental Management Division within six months of every energy audit. Enforcement shall include oversight by the Real Estate Division. Annual staff reports shall be made available to the Board at a regularly scheduled public Board Meeting.</p>
<p>MM AQ-19: Recycling</p> <p>The tenant shall ensure a minimum of 40 percent of all waste generated in all terminal buildings is recycled by 2014 and 60 percent of all waste generated in all terminal buildings is recycled by 2016. Recycled materials shall include: (a) white and colored paper; (b) post-it notes; (c) magazines; (d) newspaper; (e) file folders; (f) all envelopes including those with plastic windows; (g) all cardboard boxes and cartons; (h) all metal and aluminum cans; (i) glass bottles and jars; and; (j) all plastic bottles.</p>	<p>Timing: <u>During operation. This measure will commence upon Lease Amendment Approval.</u></p> <p>Methods: This measure shall be incorporated into the lease agreements. Bi-annual tenant compliance reports shall be supplied to the Environmental Management Division. Enforcement shall include oversight by the Real Estate Division. Annual staff reports shall be made available to the Board at a regularly scheduled public Board Meeting.</p>

<i>Mitigation Measure, Lease Measure or Standard Condition of Approval</i>	<i>Timing and Methods</i>
<p>MM AQ-20: Tree Planting.</p> <p>The applicant shall plant shade trees around the main terminal building, and the tenant shall maintain all trees through the life of the lease.</p>	<p>Timing: During construction and operation</p> <p>Methods: This measure shall be incorporated into the LA design and bid and contract specifications. The contractor shall adhere to these specifications throughout construction phases. Enforcement shall include oversight by the LAHD project/construction manager or designated building inspectors to ensure compliance with contract specifications.</p> <p>This measure shall also be incorporated into the lease agreements for ongoing maintenance. Bi-annual tenant compliance reports shall be supplied to the Environmental Management Division. Enforcement shall include oversight by the Real Estate Division. Annual staff reports shall be made available to the Board at a regularly scheduled public Board Meeting.</p>
<p>LM AQ-1: Periodic Review of New Technology and Regulations.</p> <p>LAHD <u>The Port</u> shall require the Berths 302-306 tenant to review, in terms of feasibility and benefits, any Port-identified or other new emissions-reduction technology, and report to LAHD. Such technology feasibility reviews shall take place <u>every five years, and</u> at the time of the LAHD's consideration of any lease amendment or facility modification for the proposed Project site. If the technology is determined by the LAHD to be feasible in terms of cost, technical and operational feasibility, the tenant shall work with the LAHDLAHD to implement such technology.</p> <p>Potential technologies that may further reduce emission and/or result in cost-savings benefits for the tenant may be identified through future work on the CAAP, Technology Advancement Program, Zero Emissions Technology Program, and terminal automation. Over the course of the lease, the tenant and the LAHD shall work together to identify potential new technologies. Such</p>	<p>Timing: During operation. <u>This measure will commence upon Lease Amendment Approval.</u></p> <p>Methods: This measure shall be incorporated into the lease agreements. This measure does not meet all of the criteria CEQA or NEPA mitigation but is considered an important lease measure to reduce future emissions.</p>

<i>Mitigation Measure, Lease Measure or Standard Condition of Approval</i>	<i>Timing and Methods</i>
<p>technology shall be studied for feasibility, in terms of cost, technical and operational feasibility, and emissions reduction benefits.</p> <p>As partial consideration for the LAHD-Port agreement to issue the pPermit to the tenant, the tenant shall implement not less frequently than once every 5 years following the effective date of the permit, new air quality technological advancements <u>that may be identified in the abovementioned 5-year reports,</u> subject to mutual agreement on operational feasibility and cost sharing, which shall not be unreasonably withheld.</p>	
<p>LM AQ-2: Substitution of New Technology.</p> <p>If any kind of technology becomes available and is shown to be as good or as better in terms of emissions reduction performance than the existing measure, the technology could replace the existing measure pending approval by the LAHD. The technology's emissions reductions must be verifiable through USEPA, CARB, or other reputable certification and/or demonstration studies to the LAHD's satisfaction.</p>	<p>Timing: During operation.</p> <p>Methods: This measure shall be incorporated into the lease agreements. This measure does not meet all of the criteria CEQA or NEPA mitigation but is considered an important lease measure to reduce future emissions.</p>
Biological Resources: Construction	
<p>MM BIO-1. Conduct nesting bird surveys.</p> <p>This measure applies only if construction on the 41-acre undeveloped area is to occur between February 15 and September 1. Prior to ground disturbing activities, a qualified biologist shall conduct surveys for the presence of tern nests on the 41-acre backlands, and within the proposed Project site that contains potential nesting bird habitat. Surveys shall be conducted no later than 1 week prior to the clearing, removal, or grubbing of any vegetation or ground disturbance. If active nests of species protected under the MBTA and/or similar provisions of the California Fish and Game Code (i.e., native birds including but not limited to the black-crowned night heron) are located, then a barrier installed at a 50–100 foot radius from the nest(s) shall be established. The barrier will remain until a qualified biologist determines that the young have fledged or the nest is no longer active.</p>	<p>Timing: If construction occurs between February 15 and September 1, biological surveys will be conducted within weeks of ground clearing activities.</p> <p>Methods: This measure shall be incorporated into the LA bid and contract specifications for all construction work to ensure contractor(s) are aware of potential work area limitations. The contractor shall adhere to these specifications throughout construction activities. Biologists will survey sites for active bird nests. If nests are present, a barrier installed at a 50-100 foot radius from the nest(s) shall be established and construction will avoid those sites. The barrier will remain until a qualified biologist determines that the young have fledged or the nest is no longer active. Enforcement shall include oversight by the LAHD project/construction manager.</p>

<i>Mitigation Measure, Lease Measure or Standard Condition of Approval</i>	<i>Timing and Methods</i>
<p>SC BIO-1. Avoid marine mammals and avoid impacts to nesting birds at the Project site.</p> <p>Although it is expected that marine mammals will voluntarily move away from the area at the commencement of the vibratory or “soft start” of pile driving activities, as a precautionary measure, pile-driving activities occurring as part of the wharf extension shall include establishment of a safety zone, and the area surrounding the operations will be monitored by a qualified marine biologist for pinnipeds. A 100-meter-radius safety zone will be established around the pile-driving site and monitored for marine mammals. As the pile-driving site will move with each new pile, the 100-meter safety zone shall move accordingly.</p> <p>Prior to commencement of pile-driving, observers on shore or by boat will survey the safety zone to ensure that no marine mammals are seen within the zone before pile-driving of a pile segment begins. If a marine mammal is observed within 10 meter of pile-driving operations, pile-driving shall be delayed until the marine mammals moves out of the area. If a marine mammal in the 100-meter safety zone is observed, but more than 10 meter away, the contractor shall wait at least 15 minutes to commence pile-driving. If the marine mammal has not left the 100-meter safety zone after 15 minutes, pile-driving can commence with a “soft start.” This 15-minute criterion is based on a study indicating that pinnipeds dive for a mean time of 0.50 minutes to 3.33 minutes; the 15-minute delay will allow a more than sufficient period of observation to be reasonably sure the animal has left the proposed Project vicinity.</p> <p>If marine mammals enter the safety zone after pile-driving of a segment has begun, pile-driving shall continue. The biologist shall monitor and record the species and number of individuals observed, and make note of their behavior patterns. If the animal appears distressed, and if it is operationally safe to do so, pile-driving shall cease until the animal leaves the area. Prior to the initiation of each new pile-driving episode, the area shall again be thoroughly surveyed by the biologist.</p>	<p>Timing: If applicable, this measure must be conducted during all in-water construction activities requiring pile driving located in the Outer Harbor.</p> <p>Methods: This measure shall be incorporated into LAHD contract specifications for all construction work to ensure contractor(s) are aware of potential work area limitations. construction contractor shall instruct construction personnel comply with the measure as part of normal construction procedures. LAHD shall arrange for the presence of a qualified biologist to monitor during construction activity.</p>

<i>Mitigation Measure, Lease Measure or Standard Condition of Approval</i>	<i>Timing and Methods</i>
<p>SC BIO-2: NMFS Notification.</p> <p>The Los Angeles Harbor Department (LAHD) will notify the National Marine Fisheries Service (NMFS) no less than 14 calendar days prior to commencing construction, dredging, and disposal operations associated with the proposed Project. LAHD will also notify NMFS no less than five calendar days prior to completion of construction, dredging, and disposal operations.</p>	<p>Timing: Prior to (no less than 14 calendar days) commencing construction, dredging, and disposal operations associated with the proposed Project. Also no less than five calendar days prior to completion of construction, dredging, and disposal operations.</p> <p>Methods: This measure shall be incorporated into LAHD contract specifications for all construction work. The contractor shall notify LAHD no less than 17 calendar days prior to commencing construction and no less than 8 calendar days prior to completion of construction, dredging, and disposal operations. LAHD will then notify NMFS.</p>
Cultural Resources: Construction	
<p>SC CR-1: Stop Work in Area if Prehistoric and/or Archaeological Resources are Encountered.</p> <p>In the unlikely event that any artifact, or an unusual amount of bone, shell, or non-native stone is encountered during construction, work shall be immediately stopped, the area secured, and work relocated to another area until the found materials can be assessed by individuals competent to assess their value. Examples of such cultural materials might include concentrations of grinding stone tools such as mortars, bowls, pestles, and manos; chipped stone tools such as projectile points or choppers; flakes of stone not consistent with the immediate geology such as obsidian or fused shale; historical trash pits containing bottles and/or ceramics; or structural remains. The contractor shall stop construction within 10 meters (30 feet) of the exposure of these finds until a qualified archaeologist can be retained by the Port to evaluate the find (see 36 CFR 800.11.1 and California Code of Regulations, Title 14, Section 15064.5(f)). If the resources are found to be significant, they shall be avoided or shall be mitigated consistent with Section 106 or State Historic Preservation Officer Guidelines. All construction equipment operators shall attend a preconstruction meeting presented by a professional archaeologist retained by the Port that shall review types of cultural resources and artifacts that would be considered potentially significant, to ensure operator recognition of these materials during construction.</p>	<p>Timing: During initial ground disturbance during construction.</p> <p>Methods: To avoid or reduce this potential impact, the Environmental Management Division shall retain a qualified archaeologist and notify applicable Tribal representatives. This measure shall be incorporated into the LAHD bid and contract specifications for all construction work to ensure contractor(s) are aware of potential work area limitations. Construction Manager/Contractor shall instruct construction personnel as part of normal construction procedures to halt/redirect construction activities if any materials are uncovered that are suspected of being associated with historical or prehistoric occupation. If materials are found, the construction contractor shall contact the Construction Manager, Environmental Management Division, and archaeologist.</p>

<i>Mitigation Measure, Lease Measure or Standard Condition of Approval</i>	<i>Timing and Methods</i>
Prior to beginning construction, the Port shall meet with applicable Native American Groups, including the Gabrieliño/Tongva Tribal Council, to identify areas of concern. A trained archaeologist shall monitor construction at identified areas. In addition to monitoring, a treatment plan shall be developed in conjunction with the Native American Groups to establish the proper way of extracting and handling all artifacts in the event of an archaeological discovery.	
Geology: Construction and Operation	
<p>LM GEO-1. Emergency Response Planning Lease Requirement.</p> <p>The terminal operator shall work with LAHD Engineers and Port police to develop tsunami response training and procedures to assure that construction and operations personnel shall be prepared to act in the event of a large seismic event. Such procedures shall include immediate evacuation requirements in the event that a large seismic event is felt at the proposed Project site, as part of overall emergency response planning for this proposed Project.</p>	<p>Timing: Prior to construction and/or operation</p> <p>Method: Construction: LAHD Engineering Division shall provide procedures for inclusion in construction bid and contract specifications as well as work with the tenant to develop a plan as part of the lease agreement. Enforcement shall include oversight by the LAHD project/construction manager or designated building inspectors to ensure compliance with contract specifications</p> <p>Method: Operations: General requirements of this measure shall be incorporated into the lease. The Tenant and LAHD shall prepare an emergency response plan for submittal to LAHD within first year of operation. Enforcement shall include oversight by the Real Estate Division. Annual staff reports shall be made available to the Board at a regularly scheduled public Board Meeting.</p>
Groundwater and Soils: Construction	
<p>LM GW-1: Site Remediation.</p> <p>Unless otherwise authorized by the lead regulatory agency for any given site, the LAHD and/or Tenant (i.e., APL) shall address all contaminated soils within proposed Project boundaries discovered during demolition and grading activities. Contamination existing at the time of discovery shall be the responsibility of the past and/or current property owner. Contamination as a result of the construction process shall be the responsibility of the LAHD and/or</p>	<p>Timing: Prior to and concurrent with proposed Project construction.</p> <p>Method: LAHD and/or Tenant will prepare a contamination contingency plan and the plan shall be included in bid specifications and leasing agreement. Such procedures will be included in any bid specifications for construction or operations personnel, with a copy of such bid specification</p>

<i>Mitigation Measure, Lease Measure or Standard Condition of Approval</i>	<i>Timing and Methods</i>
<p>Tenant contractors. Remediation shall occur in compliance with local, state, and federal regulations, and as directed by the lead regulatory agency for the site (such as the Los Angeles RWQCB or DTSC).</p> <p>Soil removal shall be completed such that remaining contamination levels are below risk based health screening levels for industrial sites established by OEHHA and/or applicable action levels (e.g., Environmental Screening Levels, Preliminary Remediation Goals) established by the lead regulatory agency with jurisdiction over the site. Soil contamination waivers may be acceptable as a result of encapsulation (i.e., paving) and/or risk-based soil assessments for industrial sites, but are subject to the review of the lead regulatory agency and LAHD. Excavated contaminated soil shall be properly disposed of off-site unless use of such material on-site is beneficial to construction and approved by the agency overseeing environmental concerns. All imported soil to be used as backfill in excavated areas shall be sampled to ensure that it is suitable for use as backfill at an industrial site.</p>	<p>be provided to LAHD, including a completed copy of its operations emergency response plan prior to commencement of construction activities. The contractor shall adhere to the specifications and throughout construction phases.</p>
<p>LM GW-2: Contamination Contingency Plan.</p> <p>The following contingency plan shall be implemented to address previously unknown contamination during demolition, grading, and construction:</p> <ol style="list-style-type: none"> All trench excavation and filling operations shall be observed for the presence of free petroleum products, chemicals, or contaminated soil. Soil suspected of contamination shall be segregated from other soil. In the event soil suspected of contamination is encountered during construction, the contractor shall notify the LAHD Project Engineer. The LAHD shall confirm the presence of the suspect material and direct the contractor to remove, stockpile or contain, and characterize the suspect material. Continued work at a contaminated site shall require the approval of the LAHD Project Engineer. Excavation of VOC-impacted soil may require obtaining and complying with a South Coast Air Quality Management District Rule 1166 permit. The remedial option(s) selected shall be dependent upon a suite of criteria (including but not limited to types of chemical constituents, concentration of the chemicals, health and safety issues, time constraints, cost, etc.) and shall be determined on a site-specific basis. Both off-site and on-site remedial options may be evaluated. 	<p>Timing: Prior to and concurrent with proposed Project construction.</p> <p>Method: LAHD and/or Tenant will prepare a contamination contingency plan and the plan shall be included in bid specifications and leasing agreement. Such procedures will be included in any bid specifications for construction or operations personnel, with a copy of such bid specification be provided to LAHD, including a completed copy of its operations emergency response plan prior to commencement of construction activities. The contractor shall adhere to the specifications throughout construction phases.</p>

<i>Mitigation Measure, Lease Measure or Standard Condition of Approval</i>	<i>Timing and Methods</i>
<p>d) The extent of removal actions shall be determined on a site-specific basis. At a minimum, the impacted area(s) within the boundaries of the construction area shall be remediated to the satisfaction of the LAHD and the lead regulatory agency for the site. The LAHD Project Manager overseeing removal actions shall inform the contractor when the removal action is complete.</p> <p>e) Copies of hazardous waste manifests or other documents indicating the amount, nature, and disposition of such materials shall be submitted to the LAHD Project Manager within 60 days of project completion.</p> <p>f) In the event that contaminated soil is encountered, all on-site personnel handling or working in the vicinity of the contaminated material must be trained in accordance with USEPA and Occupational Safety and Health and Administration (OSHA) regulations for hazardous waste operations or demonstrate they have completed the appropriate training. Training must provide protective measures and practices to reduce or eliminate hazardous materials/waste hazards at the work place.</p> <p>g) When impacted soil must be excavated, air monitoring will be conducted as appropriate for related emissions adjacent to the excavation.</p> <p>All excavations shall be backfilled with structurally suitable fill material that is free from contamination.</p>	
Transportation (Ground): Operation	
<p>MM TRANS-1: Navy Way and Reeves Avenue.</p> <p>Re-stripe the southbound (and eastbound approach to accommodate the southbound dual right-turns) to provide a right-turn lane, a shared through/right turn lane, and a through lane on the southbound approach.</p>	<p>Timing: After construction of the proposed Project, when intersection is determined to be operating at LOS E or worse.</p> <p>Methods: This mitigation would only be constructed when the intersection operates at LOS E or worse. LAHD will monitor the LOS of this location as part of its ongoing port area intersection monitoring activities and will perform periodic traffic analysis of intersection LOS after the Project is completed. The mitigation measure shall be completed within five years of this determination.</p>

<i>Mitigation Measure, Lease Measure or Standard Condition of Approval</i>	<i>Timing and Methods</i>
Noise: Construction	
<p>MM NOI-1: Noise Reduction during Pile Driving.</p> <p>The contractor shall be required to use a pile driving system, such as a Bruce hammer (with silencing kit), an IHC Hydrohammer SC series (with sound insulation system), or equivalent silenced hammer, which is capable of limiting maximum noise levels at 50 feet from the pile driver to 104 dBA, or less, for wharf construction. With implementation of standard condition of approval SC BIO-1, the pile driving would initiate with a soft start, in which the hammer is operated at a reduced energy, followed by a waiting period. The soft start technique would induce marine mammals and birds to leave the immediate area before pile hammer reaches full energy.</p>	<p>Timing: During construction.</p> <p>Methods: This measure shall be incorporated into the LA bid and contract specifications for all construction work. The construction contractor shall ensure that the proposed pile driving equipment and measures are used during construction. The LAHD shall evaluate the contractor proposals with regard to reducing pile driving noise. The LAHD would subsequently perform periodic inspections to ensure that the approved equipment and methods are being used.</p>
<p>MM NOI-2: Erect Temporary Noise Attenuation Barriers Adjacent to Pile Driving Equipment, Where Necessary and Feasible.</p> <p>Erect temporary noise attenuation barriers suitable for pile driving equipment as needed. The barriers should be installed directly between the equipment and the nearest noise sensitive use to the construction site. The need for and feasibility of noise attenuation barriers should be evaluated on a case-by-case basis considering the distance to noise sensitive receptors, the available space at the construction location, and taking account of safety and operational considerations.</p>	<p>Timing: Throughout construction.</p> <p>Methods: This measure shall be incorporated into the LA bid and contract specifications for all construction work. The contractor should install noise attenuation barriers, where feasible according to the above criteria in consultation with the LAHD and shall be monitored for compliance by the LAHD.</p>
Utilities and Public Services: Construction	
<p>SC PS-1: Recycling of Construction Materials.</p> <p>Demolition and/or excess construction materials shall be separated on-site for reuse/recycling or proper disposal. During grading and construction, separate bins for recycling of construction materials shall be provided on-site.</p>	<p>Timing: Throughout construction.</p> <p>Methods: This measure shall be incorporated into bid and contract specifications for all construction work to improve recycling efforts. The contractor shall adhere to these specifications throughout construction phases. Enforcement shall include oversight by the LAHD project/construction manager to ensure compliance with contract specifications.</p>

<i>Mitigation Measure, Lease Measure or Standard Condition of Approval</i>	<i>Timing and Methods</i>
<p>SC PS-2: Materials with Recycled Content.</p> <p>Materials with recycled content shall be used in Project construction where feasible. Chippers on-site during construction shall be used to further reduce excess wood for landscaping cover.</p>	<p>Timing: Throughout construction.</p> <p>Methods: This measure shall be incorporated into bid and contract specifications for all construction work to improve recycling efforts. The contractor shall adhere to these specifications throughout construction phases. Enforcement shall include oversight by the LAHD project/construction manager to ensure compliance with contract specifications.</p>

Notes:

LAHD = Los Angeles Harbor Department

MM = Mitigation Measure

LM = Lease Measure

SC = Standard Condition of Approval

EXHIBIT K

ENVIRONMENTAL COMPLIANCE PLAN

Berths 302-306 [APL] Container Terminal Project

Prepared for
Environmental Management Division
Los Angeles Harbor Department/Port of Los Angeles
San Pedro, CA 90731
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October 2016

I. MITIGATION MEASURES, LEASE MEASURES AND IMPLEMENTATION

The mitigation measures, standard conditions of approval and lease measures derived from the Final Environmental Impact Statement/Environmental Impact Report (EIS/EIR) for the Berths 302-306 American President Lines (APL) Expansion Project were adopted by the Board of Harbor Commission (Board) in June 2012 along with certification of the Final EIS/EIR.

The measures contained in the MMRP (and herein) reflect the project at full build out which included but are not limited to the following project components:

- installation of four new cranes at Berths 302-305;
- demolition and re-construction of the Roadability Facility,
- expansion of the Power Shop facilities;
- construction of 1,250 linear feet of concrete wharf space;
- installation of eight new cranes at Berth 306;
- dredging of approximately 20,000 cubic yards of materials; and,
- improvement of 41-acres of already constructed but unimproved backlands.

Due to the delay in the start of construction, the initial date for compliance was revised to reflect the new dates associated with Lease Amendment Approval.

Addendum #1 has been prepared to reflect the delays in project implementation and modify the project description to include the following new components: a lease amendment to Permit #733 for approximately 16 more years through 2043 and the installation of eight replacement cranes at the site. The Revised MMRP is now included to reflect that; while no measures are being excluded from the analysis, they need to be adjusted in compliance timing to reflect the new Lease Amendment Approval.

The implementation discussions within Section 1.0 establish the methods for complying with the mitigation measures, and standard control and lease measures. Sample reporting and documentation forms required for the Tenant can be found as Attachment II. The Tenant may establish their own forms as well.

Environmental Compliance Plan

A. AIR QUALITY AND GREENHOUSE GASES

MM AQ-1: Harbor Craft Used During Construction

1. All harbor craft with C1 or C2 marine engines must utilize a USEPA Tier 3 engine or cleaner.
2. All dredge equipment shall be electric.

MM AQ-1 Implementation: As part of mitigation monitoring during construction activities, LAHD will incorporate this measure into bid and contract specifications. The contractor must adhere to the specifications throughout the construction phases. The measure must be met unless it can be demonstrated that there are no feasible options. The tenant will submit a bi-annual form demonstrating compliance or indicating why compliance was infeasible.

Mitigation Reporting Frequency: LAHD shall be notified in writing 30 days prior to the start of construction if harbor craft or dredge equipment is used and updated every three months throughout construction as necessary.

Mitigation/Reporting Requirement: The Tenant shall maintain supporting documentation, including but not limited to logs of all harbor equipment and dredge equipment being used during construction and the tier specification. Following initial submittal of compliance, supporting documentation is required only for new equipment.

MM AQ-2: Cargo Ships Used During Construction:

1. All ships and barges used primarily to deliver construction-related materials to a LAHD-contractor construction site shall comply with the expanded Vessel Speed Reduction Program (VSRP) of 12 knots between 40 nautical miles (nm) from Point Fermin and the Precautionary Area. These ships must also use low-sulfur fuel (maximum sulfur content of 0.1 percent) in auxiliary engines, main engines, and boilers within 40 nm of Point Fermin in accordance with the 200 nm federal Emission Control Area.
2. These ships must also use low-sulfur fuel (maximum content of 0.1 percent) in auxiliary engines, main engines, and boilers within 40 nm of Point Fermin in accordance with the 200 nm federal Emission Control Area.

MM AQ-2 Implementation: As part of mitigation monitoring during construction activities, LAHD will incorporate this measure into bid and contract specifications. The contractor must adhere to the specifications throughout the construction phases. The measure must be met unless it can be demonstrated that there are no feasible options. The tenant will submit a bi-annual form demonstrating compliance or indicating why compliance was infeasible.

Mitigation Reporting Frequency: A log of all cargo ships used during construction must be maintained at the site and provided to LAHD on a semi-annual basis.

Mitigation/Reporting Requirement: The Tenant shall maintain supporting documentation, including but not limited to logs of all harbor equipment and dredge equipment being used during construction and the tier specification. Following initial submittal of compliance, supporting documentation is required only for new equipment.

MM AQ-3: On-Road Trucks Used During Construction:

1. Trucks hauling material such as debris or any fill material will be fully covered while operating off Port property.
2. Idling will be restricted to a maximum of 5 minutes when is not in use.
3. USEPA Standards: For On-road trucks with a gross vehicle weight rating (GVWR) of at least 19,500 pounds: Comply with USEPA 2010 on-road emission standards for PM and NOx.

MM AQ-3 Implementation: As part of the mitigation monitoring during construction activities, the Tenant will maintain a log of all construction equipment, including on road trucks, import

haulers and earth movers, used on the project. The log will include the truck specifications, delivery purpose, and a checklist to ensure compliance with the requirements.

The Tenant's contractor shall maintain a copy of each unit's certified USEPA rating, and CARB certification for any diesel emissions control system installed on such equipment. Such documentation shall be available at the time of mobilization of each applicable unit of equipment.

The requirements of AQ-3 will be part of the contractual agreement between Tenant and its construction contractors. Construction personnel will comply with these requirements and enforcement will include oversight by the Tenant, and LAHD.

Mitigation Reporting Frequency: Within 30 days prior to the start of construction and updated every six months throughout construction to reflect receipt of any new equipment.

Mitigation Reporting Requirement: The Tenant shall provide supporting documentation, including but not limited to logs of all on-road trucks being used during construction, equipment tier specifications, and CARB certifications. Following initial submittal of compliance, supporting documentation is required only for new equipment.

MM AQ-4: Construction Equipment (Except Vessels, Harbor-Craft and On-Road Trucks) Requirements.

1. Construction equipment will incorporate, where feasible, emissions-savings technology such as hybrid drives and specific fuel economy standards.
2. Idling will be restricted to a maximum of 5 minutes when not in use.
3. Equipment engine specifications
 - a. Tier 4 equipment shall be considered based on availability at the time the construction bid is issued.
 - b. All off-road diesel-powered construction equipment greater than 50 hp will meet Tier 4 off-road emission standards at a minimum.

MM AQ-4 Implementation: Implementation of AQ-4 will be accomplished by including these requirements into the contractual agreements between Tenant and all construction contractors to reduce the impact of construction diesel emissions. Construction personnel will be required to comply with these requirements and enforcement will include oversight by the Tenant and the LAHD.

As part of the mitigation monitoring during construction activities, the Tenant will maintain a log of all construction equipment used on the project that will include the equipment specifications and a checklist to ensure compliance with the requirements. The Tenant shall also acquire from project contractors, copies of the applicable construction equipment tier specifications, CARB certifications of diesel emission control devices, CARB equipment registrations, and/or SCAQMD permits, if required.

Construction equipment used for the project may incorporate, where available, emissions savings technology such as hybrid drives and specific fuel economy standards.

Idling of construction equipment will be restricted to a maximum of five minutes when not in use.

Should Tenant or LAHD identify onsite in-use construction equipment as non-compliant with the requirements of MM-AQ 4, the Contractor shall be instructed to immediately remove the piece of equipment from the site.

Mitigation Reporting Frequency: 30 days prior to the start of construction and updated every six months throughout construction to reflect receipt of any new equipment.

Mitigation/Reporting Requirement: The Tenant shall provide supporting documentation, including but not limited to logs of all construction equipment being used during construction; and if applicable, equipment tier specifications, CARB certifications of diesel emission control devices, CARB equipment registrations, and/or SCAQMD permits. Following initial submittal of compliance, supporting documentation is required only for new equipment.

MM AQ-5: Best Management Practices

The following BMPs shall be implemented to reduce air emissions from construction activities, including:

1. Use of diesel oxidation catalysts and catalyzed diesel particulate traps
2. Maintain equipment according to manufacturers' specifications
3. Restrict idling of construction equipment and on-road heavy duty trucks to a maximum of 5 minutes when not in use
4. Install high-pressure fuel injectors on construction equipment vehicles
5. Maintain a minimum buffer zone of 300 meters between truck traffic and sensitive receptors
6. Improve traffic flow by signal synchronization.
7. Enforce truck parking restrictions
8. Provide on-site services to minimize truck traffic in or near residential areas, including, but not limited to, the following services: meal or cafeteria services, automated teller machines, etc.
9. Re-route construction trucks away from congested streets or sensitive receptor areas.
10. Provide dedicated turn lanes for movement of construction trucks and equipment on- and off-site
11. Use electric power in favor of diesel power where available

MM AQ-5 Implementation: Implementation of AQ-5 will be accomplished by including the requirements as part of the contract specifications and the contractual agreement between the construction contractor and all tiered subcontractors. As previously mentioned in AQ-4, as part of the mitigation monitoring during construction activities, the Tenant will maintain a log of all construction equipment used on the project. The log will include the equipment specifications, and a checklist of requirements.

Enforcement will include oversight by the Tenant and the LAHD.

Mitigation Reporting Frequency: 30 days prior to the start of construction and updated every six months throughout construction to reflect receipt of any new equipment.

Mitigation/Reporting Requirement: The Tenant shall provide supporting documentation, including but not limited to logs of all construction equipment being used during construction; and if applicable, equipment tier specifications, CARB certifications of diesel emission control devices, CARB equipment registrations, and/or SCAQMD permits. Following initial submittal of compliance, supporting documentation is required only for new equipment.

MM AQ-6: Additional Fugitive Dust Controls:

1. SCAQMD Rule 403 requires a Fugitive Dust Control Plan be prepared and approved for construction sites. Construction contractors are required to obtain a 403 Permit from SCAQMD prior to construction.
2. Applicable Rule 403 measures/BMPs to reduce dust shall be included in the contractor's Fugitive Dust Control Plan, at a minimum.

MM AQ-6 Implementation: This measure shall be incorporated into the contract specifications for all construction work to reduce the impact of fugitive dust. The Tenant will include a SCAQMD trained dust control supervisor. This individual will be responsible for compliance with SCAQMD Rule 403. SCAQMD's Large Operator Notification Form will be submitted along with a dust management plan. Signage will be posted with a phone number for use by members of the community in the event of a dust event or concern. The dust control supervisor will maintain a log of any concerns received from the public and how the concerns were resolved. The log will be held and maintained by the Tenant.

Per the Sustainable Construction Guidelines (November 2009), if applicable, the application of paved roads and shoulders shall be implemented where feasible and practicable.

Mitigation Reporting Frequency: 30 days prior to the start of construction

Mitigation Reporting Requirement: This form shall be accompanied by a copy of the SCAQMD Large Operation Notification Form and project dust management plan.

MM AQ-7: General Mitigation Measure:

For any of the above mitigation measures (**MM AQ-3 through MM AQ-6**), if a CARB-certified technology becomes available and is shown to be as good as or better in terms of emissions performance than the existing measure, the technology may replace the existing measure pending approval by LAHD. Measures will be set at the time a specific construction contract is advertised for bids.

MM AQ-7 Implementation: The requirements of AQ-7 will be part of the contractual agreement between Tenant and its construction contractors. As part of the mitigation monitoring during construction activities, the Tenant will maintain a copy of each unit's certified USEPA rating, and CARB certification for any diesel emissions control system installed on such equipment. Such documentation shall be available at the time of mobilization of each applicable unit of equipment. Should new CARB-certified technology become available and is shown to be

as good as or better in terms of emissions performance than the existing measure, the technology shall replace the existing measure pending approval by LAHD.

Mitigation Reporting Frequency: One year after the start of construction, and updated annually.

Mitigation Reporting Requirement: This form shall be accompanied by a copy of the CARB certification indicating that a new technology is as good or better than the existing measure it replaces, or a summary review of CARB technologies indicating that no new technology are available to replace current mitigation measures.

MM AQ-8: Special Precautions near Sensitive Sites:

All construction activities (e.g., construction-related on-road traffic) located within 1,000 feet of sensitive receptors (defined as schools, playgrounds, daycares, and hospitals) shall notify each of these sites in writing at least 30 days before construction activities begin.

MM AQ-8 Implementation: The requirements of AQ-8 will be part of the contractual agreement between Tenant and its construction contractors. As part of the mitigation monitoring during construction activities, the Tenant will determine which sensitive receptors, if any, are located within 1,000 feet of project construction activities, including equipment lay-down and staging areas. The Tenant will be responsible for notifying each sensitive receptor facility 30 days prior to construction activities that will occur within 1,000 feet of those facilities.

Mitigation Reporting Frequency: 30 days prior to the start of construction

Mitigation Reporting Requirement: This form shall be accompanied by a copy of the communications that the Tenant provided to the affected sensitive receptors, or by the documentation used by the Tenant to determine that no sensitive receptors were located within 1,000 feet of the construction activity.

B. MITIGATION MEASURES - OPERATION

MM AQ-9: Alternative Maritime Power (AMP):

APL vessels calling at Berths 302-306 must use AMP at the following percentages while hoteling in the Port:

- 2017: 70 percent of total ship calls.
- 2026: 95 percent of total ship calls.

MM AQ-9 Implementation: Tenant shall maintain records listing all APL vessel calls and identify those calls that used AMP while at berth.

Mitigation Reporting Frequency: Tenant shall submit documentation of compliance to the LAHD Environmental Management Division on the 180th day after Lease Amendment Agreement approval and every six months, including during any holdover.

Mitigation Reporting Requirement: A form (see attached) documenting the information cited above shall be submitted to the LAHD and accompanied by applicable verification documents.

MM AQ-10: Vessel Speed Reduction Program (VSRP):

All ships calling at Berths 302-306 shall comply with the expanded VSRP of 12 knots between 40 nautical miles from Point Fermin and the Precautionary Area in the following implementation schedule:

- 95 percent

MM AQ-10 Implementation: Tenant shall obtain information from the Marine Exchange of Southern California (MESC) to identify ships that have approached the Pier 300 facility at a velocity not to exceed 12 knots between 20 nautical miles (nm) and 40 nm of Point Fermin.

Mitigation Reporting Frequency: Tenant shall submit documentation with information from the MESC showing compliance with AQ-10 to the LAHD Environmental Management Division on the 180th day after Lease Amendment Agreement approval and every six months thereafter, including during any holdover.

Mitigation Reporting Requirement: A form (see attached) documenting the information cited above shall be submitted to the LAHD and accompanied by applicable verification documents.

MM AQ-11: Cleaner OGV Engines:

The Tenant shall seek to maximize the number of vessels calling at the Berths 302-306 terminal that meet the IMO NO_x limit of 3.4 g/kW-hr. When ordering new ships bound for the Port of Los Angeles, the purchaser shall confer with the ship designer and engine manufacturer to determine the feasibility of incorporating all emission reduction technology and/or design options.

MM AQ-11 Implementation: Tenant shall have discussions with shipping lines that send ships to the Port of Los Angeles to determine if it is possible for them to send ships to the Pier 300 facility that meet the most stringent engine NO_x emissions standards available for OGV engines. Documentation of these discussions, whenever they occur, shall be submitted by Tenant to LAHD Environmental Management Division commencing the 180th day after approval of the Proposed Lease Amendment and yearly thereafter. Compliance documentation shall include correspondence documenting Tenant's communication with shipping lines, ship designer and/or engine manufacturer, and any records showing new ships purchased for service at the Pier 300 facility.

Mitigation Reporting Frequency: Reporting will begin six months after the Lease Amendment Approval and yearly thereafter for the term of the Permit and/or any holdover.

Mitigation Reporting Requirement: A form (see attached) documenting the information cited above shall be submitted to the LAHD and accompanied by applicable verification documents.

MM AQ-12: OGV Engine Emissions Reduction Technology Improvements:

When using or retrofitting existing ships bound for the Port, the Tenant shall determine the feasibility of incorporating all emission reduction technology and/or design options. Such technology shall be designed to reduce criteria pollutant emissions (NO_x and DPM). Some examples of potential methods for reducing emissions from large marine diesel engines include:

- Direct Water Injection

- Fuel Water Emulsion
- Humid Air Motor
- Exhaust Gas Recirculation
- Selective Catalytic Reduction
- Continuous Water Injection
- Slide Valves

MM AQ-12 Implementation: As part of ongoing mitigation compliance meetings, Tenant and LAHD shall confer at least twice a year to determine whether any new technologies exist that would have the potential to reduce emissions from Pier 300 facility operations. Such determinations shall take into account commercial availability, technical feasibility, operational compatibility and the environmental benefit. Tenant shall prepare a memo to document any determinations that are made, or shall provide an email to indicate that no new technologies have emerged since the previous assessment.

Mitigation Reporting Frequency: Reporting will begin six months after the Lease Amendment Approval and occur every six months thereafter for the term of the Agreement and/or any holdover.

Mitigation Reporting Requirement:

A form (see attached) documenting the information cited above shall be submitted to the LAHD and accompanied by applicable verification documents.

MM AQ-13: Yard Tractors at Berths 302-306 Terminal:

All yard tractors operated at the terminal shall meet USEPA Tier 4 non-road or 2007 on-road emission standards.

MM AQ-13 Implementation: Any new yard tractors shall meet USEPA Tier 4 non-road or 2007 on-road emission standards. The technology's emissions reductions must be verifiable through USEPA, CARB, or other reputable certification and/or demonstration studies to the LAHD's satisfaction.

Mitigation Reporting Frequency: Reporting will begin six months after the Lease Amendment Approval and occur every six months thereafter for the term of the Agreement and/or any holdover.

Mitigation Reporting Requirement: A form (see attached) documenting the information cited above shall be submitted to the LAHD and accompanied by applicable verification documents.

MM AQ-14: Yard Equipment at Berths 302-306 Railyard:

All diesel powered equipment operated at the Berths 302-306 terminal rail yard shall implement the requirements discussed below in MM-AQ 15.

MM AQ-14 Implementation: Tenant will provide documentation showing all terminal equipment meets USEPA Tier 4 non-road engine standards. The technology's emissions reductions must be verifiable through USEPA, CARB, or other reputable certification and/or demonstration studies to the LAHD's satisfaction.

Mitigation Reporting Frequency: Reporting will begin six months after the Lease Amendment Approval and occur every six months thereafter for the term of the Agreement and/or any holdover.

Mitigation Reporting Requirement: A form (see attached) documenting the information cited above shall be submitted to the LAHD and accompanied by applicable verification documents.

MM AQ-15: Yard Equipment at Berths 302-306 Terminal:

All terminal equipment engines shall meet USEPA Tier 4 non-road engine standards.

MM AQ-15 Implementation: Tenant will provide documentation showing all terminal equipment meets USEPA Tier 4 non-road engine standards. The technology's emissions reductions must be verifiable through USEPA, CARB, or other reputable certification and/or demonstration studies to the LAHD's satisfaction.

Mitigation Reporting Frequency: Reporting will begin six months after the Lease Amendment Approval and occur every six months thereafter for the term of the Agreement and/or any holdover.

Mitigation Reporting Requirement: A form (see attached) documenting the information cited above shall be submitted to the LAHD and accompanied by applicable verification documents.

MM AQ-16: Truck Idling-Reduction Measure:

Within six months of the effective date of the Lease Amendment Approval and thereafter for the remaining term of the Permit and any holdover, the terminal operator shall ensure that truck idling is reduced to less than 30 minutes in total or 10 minutes at any given time while on the terminal through measures that include but are not limited to, the following:

- The operator shall maximize the durations when the main gates are left open, including during off-peak hours (6 pm to 7 am)
- The operator shall implement an appointment-based system for receiving and delivering containers to maximize truck queuing (trucks lining up to enter and exit the terminal's gate).
- The operator shall design the main entrance and exit gates to exceed the average hourly volume of trucks that enter and exit the gates (truck flow capacity) to ensure queuing is minimized.

MM AQ-16 Implementation: Tenant shall submit its idling plans to LAHD and will provide any updates to such plans if or when they are implemented.

Mitigation Reporting Frequency: Reporting will begin six months after the Lease Amendment Approval and occur every six months thereafter for the term of the Agreement and/or any holdover.

Mitigation Reporting Requirement: A form (see attached) documenting the information cited above shall be submitted to the LAHD and accompanied by applicable verification documents.

MM AQ-17: Compact Fluorescent Light Bulbs:

All interior buildings on the premises shall exclusively use fluorescent light bulbs, compact fluorescent light bulbs, or a technology with similar energy-saving capabilities, for ambient lighting within all terminal buildings. The Tenant shall also maintain and replace any LAHD-supplied compact fluorescent light bulbs.

MM AQ-17 Implementation: As part of the general operations and maintenance activities, compact fluorescent light bulbs will be used, and replaced when necessary, for ambient lighting. The implementation of MM AQ-17 will be accomplished by including this requirement in the lease amendment with the Tenant and as part of the architectural design-build scope of work for any new buildings to ensure compliance. Bi-annual tenant compliance reports shall be supplied to the LAHD Environmental Management Division.

Mitigation Reporting Frequency: Reporting will begin six months after the Lease Amendment Approval and occur every six months thereafter for the term of the Agreement and/or any holdover.

Mitigation Reporting Requirement: This form shall be submitted to the LAHD as defined above and accompanied by applicable verification/certification and specification documents to verify implementation

MM AQ-18: Energy Audit:

The Tenant shall conduct an energy audit by a third party of its choice every 5 years and install innovative power saving technology (1) where it is feasible; and (2) where the amount of savings would be reasonably sufficient to cover the costs of implementation. Such systems help to maximize usable electric current and eliminate wasted electricity, thereby lowering overall electricity use. This mitigation measure primarily targets large on-terminal electricity consumers, such as terminal lighting and cranes.

MM AQ-18 Implementation: In response to Assembly Bill 32, a third party energy audit will be required every five (5) years, or within the timeframe required by a superseding authority, to determine energy efficiency options and potential energy use reduction opportunities. A copy of the energy audit findings and the implementation of any energy reducing technology will be provided to the LAHD.

Documentation of compliance will be submitted on the 180th day of the effective date of the lease amendment, and/or at time of issuance of certificate of occupancy for any new buildings, and within six months of every energy audit thereafter. Tenant compliance reports shall be supplied to the LAHD Environmental Management Division.

Mitigation Reporting Frequency: Every five years from the date of Lease Amendment Approval.

Mitigation Reporting Requirement: Assurance of implementation shall be provided to the LAHD and shall consist of written completion notice. This form shall be accompanied by applicable verification documents including:

- 3rd party Energy Audit Report including recommended technology and/or measures to reduce energy consumption
- Report on implemented and/or planned technology and/or measures including receipts and specifications

MM AQ-19: Recycling:

The Tenant shall ensure a minimum of 60 percent of all waste generated in all terminal buildings is recycled. Recycled materials shall include: (a) white and colored paper; (b) post-it notes; (c) magazines; (d) newspaper; (e) file folders; (f) all envelopes including those with plastic windows; (g) all cardboard boxes and cartons; (h) all metal and aluminum cans; (i) glass bottles and jars; and, (j) all plastic bottles.

MM AQ-19 Implementation: In accordance with Assembly Bill 939 – the California Integrated Waste Management Act – the Tenant will evaluate facility-wide recycling options. By 2016, a minimum of 60 percent of all non-hazardous waste will be recycled.

Documentation of compliance will be submitted on the 180th day of the effective date of the lease amendment and every six months thereafter. Bi-annual tenant compliance reports shall be supplied to the LAHD Environmental Management Division.

Mitigation Reporting Frequency: Reporting will begin six months after the Lease Amendment Approval and occur every six months thereafter for the term of the Agreement and/or any holdover.

Mitigation Reporting Requirement: Assurance of implementation shall be provided to the LAHD and shall consist of written completion notice. This form shall be accompanied by applicable verification documents including receipts and specifications.

MM AQ-20 – Tree Planting:

The Tenant shall plant shade trees around the main terminal building and the Tenant shall maintain all trees through the life of the lease.

Mitigation Reporting Frequency: This measure will commence during construction and operation activities.

Mitigation Reporting Requirement: Assurance of implementation of this measure shall be provided to LAHD project/construction manager to ensure compliance with the contract specifications. Bi-annual tenant compliance reports shall be supplied to EMD and enforcement will include oversight by the Real Estate Division.

LM AQ-1: Periodic Review of New Technology and Regulations:

LAHD shall require the Berths 302-306 Tenant to review, in terms of feasibility and benefits, any Port-identified or other new emissions-reduction technology, and report to LAHD. Such

technology feasibility reviews shall take place at the time of the LAHD's consideration of any lease amendment or facility modification for the project site. If the technology is determined by the LAHD to be feasible in terms of cost, technical and operational feasibility, the Tenant shall work with the LAHD to implement such technology.

Potential technologies that may further reduce emission and/or result in cost-savings benefits for the tenant may be identified through future work on the CAAP, Technology Advancement Program, Zero Emissions Technology Program, and terminal automation. Over the course of the lease, the Tenant and the LAHD shall work together to identify potential new technologies. Such technology shall be studied for feasibility, in terms of cost, technical and operational feasibility, and emissions reduction benefits.

As partial consideration for the LAHD agreement to issue the Permit to the tenant, the tenant shall implement, not less frequently than once every 5 years following the effective date of the permit, new air quality technological advancements, subject to mutual agreement on operational feasibility and cost sharing which shall not be unreasonably withheld.

LM AQ-1 Implementation: The Tenant will work closely with the LAHD regarding new technologies to reduce air emissions. Beginning five years from the commencement of the operations period, at the request of the LAHD, any new technologies identified by the LAHD will be evaluated to determine if their implementation is feasible (both from a technical and economic perspective). Upon a mutual agreement between Tenant and LAHD, such new technology will be implemented at the facility.

Mitigation Reporting Frequency: Every five years from the date of Lease Amendment Approval.

Mitigation Reporting Requirement: A form (see attached) documenting the information cited above shall be submitted to the LAHD and accompanied by applicable verification documents. Applicable verification documents may include:

- Report on any meetings with the LAHD to discuss new identified technology
- Report on evaluation of new technologies pursuant to request by LAHD in compliance with LM AQ-1
- If technology is implemented, receipts, certification documents and specification documents to verify purchase and implementation

LM AQ-2: Substitution of New Technology:

If any kind of technology becomes available and is shown to be as good or as better in terms of emissions reduction performance than the existing measure, the technology could replace the existing measure pending approval by the LAHD. The technology's emissions reductions must be verifiable through USEPA, CARB, or other reputable certification and/or demonstration studies to the LAHD's satisfaction.

LM AQ-2 Implementation: Should new USEPA, CARB, or other reputable certified technology become available and is shown to be as good as or better in terms of emissions performance than the existing measure, the technology shall replace the existing measure pending approval by the LAHD and upon a mutual agreement between Tenant and LAHD, such

new technology will be implemented at the facility. Documentation shall be submitted at a level agreed upon by the LAHD.

Mitigation Reporting Frequency: Only if applicable.

Mitigation Reporting Requirement: Supporting documentation shall be submitted at a level agreed upon by the LAHD.

C. BIOLOGICAL RESOURCES - CONSTRUCTION

MM BIO-1: Conduct Nesting Bird Surveys

This measure applies only if construction on the 41-acre undeveloped area is to occur between February 15 and September 1. Prior to ground disturbing activities, a qualified biologist shall conduct surveys for the presence of tern nests on the 41-acre backlands, and within the proposed Project site that contains potential nesting bird habitat. Surveys shall be conducted no later than 1 week prior to the clearing, removal, or grubbing of any vegetation or ground disturbance. If active nests of species protected under the MBTA and/or similar provisions of the California Fish and Game Code (i.e., native birds including but not limited to the black-crowned night heron) are located, then a barrier installed at a 50–100 foot radius from the nest(s) shall be established. The barrier will remain until a qualified biologist determines that the young have fledged or the nest is no longer active.

MM BIO-1 Implementation: Construction bid and contract specifications shall include the use of biologists to evaluate and survey the 41-acre development to identify potential nesting bird habitats. The tenant will insure that a barrier is constructed between 50-100 feet around an active bird nest if such a nest is identified. LAHD will be notified by the biologist at the site if an active nest is encountered and demonstrate that installation of the barrier occurred.

Mitigation Reporting Frequency: Only if applicable.

Mitigation Reporting Requirement: Supporting documentation shall be submitted at a level agreed upon by the LAHD.

SC BIO-1: Avoid Marine Mammals and Avoid Impacts to Nesting Birds at the Project Site

Although it is expected that marine mammals will voluntarily move away from the area at the commencement of the vibratory or “soft start” of pile driving activities, as a precautionary measure, pile-driving activities occurring as part of the wharf extension shall include establishment of a safety zone, and the area surrounding the operations will be monitored by a qualified marine biologist for pinnipeds. A 100-meter-radius safety zone will be established around the pile-driving site and monitored for marine mammals. As the pile-driving site will move with each new pile, the 100-meter safety zone shall move accordingly.

Prior to commencement of pile-driving, observers on shore or by boat will survey the safety zone to ensure that no marine mammals are seen within the zone before pile-driving of a pile segment begins. If a marine mammal is observed within 10 meter of pile-driving operations, pile-driving shall be delayed until the marine mammals moves out of the area. If a marine mammal in the 100-meter safety zone is observed, but more than 10 meter away, the contractor shall wait at

least 15 minutes to commence pile-driving. If the marine mammal has not left the 100-meter safety zone after 15 minutes, pile-driving can commence with a “soft start.” This 15-minute criterion is based on a study indicating that pinnipeds dive for a mean time of 0.50 minutes to 3.33 minutes; the 15-minute delay will allow a more than sufficient period of observation to be reasonably sure the animal has left the proposed Project vicinity.

If marine mammals enter the safety zone after pile-driving of a segment has begun, pile-driving shall continue. The biologist shall monitor and record the species and number of individuals observed, and make note of their behavior patterns. If the animal appears distressed, and if it is operationally safe to do so, pile-driving shall cease until the animal leaves the area. Prior to the initiation of each new pile-driving episode, the area shall again be thoroughly surveyed by the biologist.

SC BIO-1 – Implementation: Construction bid and contract specifications shall include the use of a qualified biologist to monitor marine mammal activity during any pile driving construction activities. Pile driving activities will cease if a distressed marine mammal enters the region and LAHD and the construction personnel (and biologist) will document the presence of the marine mammals and what steps were taken (including stoppage) to ensure its safety.

Mitigation Reporting Frequency: Only if applicable.

Mitigation Reporting Requirement: Supporting documentation shall be submitted at a level agreed upon by the LAHD.

SC BIO-2: NMFS Notification

LAHD will notify the National Marine Fisheries Service (NMFS) no less than 14 calendar days prior to commencing construction, dredging, and disposal operations associated with the proposed Project. LAHD will also notify NMFS no less than five calendar days prior to completion of construction, dredging, and disposal operations.

SC BIO-2 – Implementation: LAHD must maintain documentation to demonstrate the NMFS was notified two weeks prior to construction activities described above occurring.

Mitigation Reporting Frequency: Only if applicable.

Mitigation Reporting Requirement: Supporting documentation shall be submitted at a level agreed upon by the LAHD.

D. CULTURAL RESOURCES

SC CR-1: Stop Work in Area if Prehistoric and/or Archaeological Resources are Encountered

In the unlikely event that any artifact, or an unusual amount of bone, shell, or non-native stone is encountered during construction, work shall be immediately stopped, the area secured, and work relocated to another area until the found materials can be assessed by individuals competent to assess their value.

Examples of such cultural materials might include concentrations of grinding stone tools such as mortars, bowls, pestles, and manos; chipped stone tools such as projectile points or choppers;

flakes of stone not consistent with the immediate geology such as obsidian or fused shale; historical trash pits containing bottles and/or ceramics; or structural remains. The contractor shall stop construction within 10 meters (30 feet) of the exposure of these finds until a qualified archaeologist can be retained by the Port to evaluate the find (see 36 CFR 800.11.1 and California Code of Regulations, Title 14, Section 15064.5(f)). If the resources are found to be significant, they shall be avoided or shall be mitigated consistent with Section 106 or State Historic Preservation Officer Guidelines. All construction equipment operators shall attend a preconstruction meeting presented by a professional archaeologist retained by the Port that shall review types of cultural resources and artifacts that would be considered potentially significant, to ensure operator recognition of these materials during construction.

Prior to beginning construction, the Port shall meet with applicable Native American Groups, including the Gabrieliño/Tongva Tribal Council, to identify areas of concern. A trained archaeologist shall monitor construction at identified areas. In addition to monitoring, a treatment plan shall be developed in conjunction with the Native American Groups to establish the proper way of extracting and handling all artifacts in the event of an archaeological discovery.

SC CR-1 – Implementation: Construction bid and contract specifications shall include the use of an archaeologist to evaluate and survey the area to determine if any materials are uncovered that are suspected of being associated with historical or prehistoric occupation. LAHD must retain an archaeologist and notify applicable Tribal representatives. LAHD must be notified in writing if any materials are uncovered and the contractor shall cease construction within 10 meters of the discovery.

Mitigation Reporting Frequency: Only if applicable.

Mitigation Reporting Requirement: Supporting documentation shall be submitted at a level agreed upon by the LAHD.

E. GEOLOGY - TSUNAMI RESPONSE

LM GEO-1: Emergency Response Planning Lease Requirement:

The terminal operator shall work with LAHD Engineers and Port police to develop tsunami response training and procedures to assure that personnel shall be prepared to act in the event of a large seismic event. Such procedures shall include immediate evacuation requirements in the event that a large seismic event is felt at the project site, as part of overall emergency response planning for this project.

LM GEO-1 Implementation: The Tenant will insure compliance with the specifications, including emergency response planning included in the operations and maintenance plan that includes facility-wide procedures for earthquake safety, seismic events and tsunami emergencies. The plan will include personnel awareness, training and response procedures (including evacuation protocols). The operations and maintenance plan will include input from local agencies to ensure that the appropriate response procedures are implemented in the event of an emergency. The Tenant will adopt and implement an Emergency Response Plan that will set forth education, training and response techniques in the event of an emergency. Training shall occur during the first year of operation, and annually thereafter. Documentation of training,

including the training manual and education materials/literature shall be maintained onsite and will be available for review by LAHD.

Mitigation Reporting Frequency: 30 days prior to the start of any construction.

Mitigation Reporting Requirement: Documentation of plan shall be maintained onsite and will be available for review by LAHD.

F. GROUNDWATER AND SOILS (CONSTRUCTION)

LM GW-1: Site Remediation:

Unless otherwise authorized by the lead regulatory agency for any given site, the LAHD and/or tenant (i.e., APL) shall address all contaminated soils within proposed project boundaries discovered during demolition and grading activities. Contamination existing at the time of discovery shall be the responsibility of the past and/or current property owner. Contamination as a result of the construction process shall be the responsibility of the LAHD or tenant contractors. Remediation shall occur in compliance with local, state, and federal regulations, and as directed by the lead regulatory agency for the site (such as the Los Angeles RWQCB or DTSC).

Soil removal shall be completed such that remaining contamination levels are below risk-based health screening levels for industrial sites established by OEHHA and/or applicable action levels (e.g., Environmental Screening Levels, Preliminary Remediation Goals) established by the lead regulatory agency with jurisdiction over the site. Soil contamination waivers may be acceptable as a result of encapsulation (i.e., paving) and/or risk-based soil assessments for industrial sites, but are subject to the review and approval of the lead regulatory agency and LAHD. Excavated contaminated soil shall be properly disposed of off-site unless use of such material on-site is beneficial to construction and approved by the agency overseeing environmental concerns. All imported soil to be used as backfill in excavated areas shall be sampled to ensure that it is suitable for use as backfill at an industrial site.

LM GW-1 Implementation: LAHD will include this requirement in the lease agreement with the Tenant. This measure shall be incorporated into the contract specifications for all Tenant's construction work to reduce the impact of contaminated soils. The Tenant shall contract with an environmental consultant for the testing of excavated soils and groundwater. If encountered, contaminated soils shall be disposed of in accordance with hazardous waste laws. Otherwise, soil shall be reused or disposed of in accordance with an approved Los Angeles RWQCB Soil Management Plan.

The Tenant shall not be responsible for remediating existing contamination outside of excavation zones.

Groundwater contamination, unrelated to the Tenant's activities, that may exist within the project boundary and areas of construction will be monitored and remediated by LAHD. The Tenant will coordinate construction activities with LAHD's monitoring and remedial efforts.

Mitigation Reporting Frequency: 30 days prior to the start of construction.

Mitigation Reporting Requirement: Supporting documentation is not required.

LM GW-2: Contamination Contingency Plan:

The following contingency plan shall be implemented to address contamination discovered during demolition, grading, and construction:

- a. All trench excavation and filling operations shall be observed for the presence of free petroleum products, chemicals, or contaminated soil. Soil suspected of contamination shall be segregated from other soil. In the event soil suspected of contamination is encountered during construction, the contractor shall notify the LAHD's Project Engineer. The LAHD shall confirm the presence of the suspect material and direct the contractor to remove, stockpile or contain, and characterize the suspect material. Continued work at a contaminated site shall require the approval of the LAHD Project Engineer.
- b. Excavation of VOC-impacted soil may require obtaining and complying with a South Coast Air Quality Management District Rule 1166 permit.
- c. The remedial option(s) selected shall be dependent upon a suite of criteria (including but not limited to types of chemical constituents, concentration of the chemicals, health and safety issues, time constraints, cost, etc.) and shall be determined on a site-specific basis. Both off-site and on-site remedial options may be evaluated.
- d. The extent of removal actions shall be determined on a site-specific basis. At a minimum, the impacted area(s) within the boundaries of the construction area shall be remediated to the satisfaction of the LAHD and the lead regulatory agency for the site. The LAHD Project Manager overseeing removal actions shall inform the contractor when the removal action is complete.
- e. Copies of hazardous waste manifests or other documents indicating the amount, nature, and disposition of such materials shall be submitted to the LAHD Project Manager within 60 days of project completion.
- f. In the event that contaminated soil is encountered, all on-site personnel handling or working in the vicinity of the contaminated material must be trained in accordance with USEPA and Occupational Safety and Health and Administration (OSHA) regulations for hazardous waste operations or demonstrate they have completed the appropriate training. Training must provide protective measures and practices to reduce or eliminate hazardous materials/waste hazards at the work place.
- g. When impacted soil must be excavated, air monitoring will be conducted as appropriate for related emissions adjacent to the excavation.

All excavations shall be backfilled with structurally suitable fill material that is free from contamination.

LM GW-2 Implementation: LAHD will include this requirement in the lease agreement with the tenant. This measure shall be incorporated into the contract specifications for all construction work. The Tenant shall contract with an environmental consultant to address contamination discovered during demolition, grading, and construction. If encountered, contaminated soil shall be disposed of in accordance with hazardous waste laws. Otherwise, soil

shall be reused or disposed of in accordance with an approved Los Angeles RWQCB Soil Management Plan. The Tenant will be responsible for obtaining a permit and complying with SCAQMD Rule 1166 should construction include excavation of VOC-impacted soil. When impacted soil must be excavated, the Tenant will be responsible for obtaining a qualified air monitor to conduct air monitoring as appropriate for related emissions adjacent to the excavation. The Tenant will not commence construction within a specific work area until written clearance is provided from the appropriate regulatory agency with concurrence from the LAHD.

Mitigation Reporting Frequency: 30 days prior to the start of construction.

Mitigation Reporting Requirement: Prior to commencement of excavation and handling of VOC contaminated soil, Tenant shall provide a copy of an approved SCAQMD Rule 1166 Site Specific Mitigation Plan.

G. TRANSPORTATION

MM TRANS-1 – Navy Way and Reeves Avenue

Re-stripe the southbound (and eastbound approach to accommodate the southbound dual right-turns) to provide a right-turn lane, a shared through/right turn lane, and a through lane on the southbound approach.

MM TRANS-1 – Navy Way and Reeves Avenue Implementation: LAHD will monitor this intersection as part of its ongoing monitoring activities to ensure it does not reach an LOS E or worse. All monitoring activities and traffic analyses will be documented and maintained by LAHD Environmental Management Division.

Mitigation Reporting Frequency: LAHD will monitor the LOS of this location as part of its ongoing port- area intersection monitoring activities and will perform periodic traffic analyses of the intersection LOS after the Project is completed. The mitigation measure shall be completed within five years of this determination.

Mitigation Reporting Requirement: LAHD will maintain documentation to demonstrate that the LOS of the intersection did not reach LOS E or worse.

H. NOISE

MM NOI-1 - Noise Reduction from Pile Driving

The contractor shall be required to use a pile driving system, such as a Bruce hammer (with silencing kit), an IHC Hydrohammer SC series (with sound insulation system), or equivalent silenced hammer, which is capable of limiting maximum noise levels at 50 feet from the pile driver to 104 dBA, or less, for wharf construction. With implementation of standard condition of approval SC BIO-1, the pile driving would initiate with a soft start, in which the hammer is operated at a reduced energy, followed by a waiting period. The soft start technique would induce marine mammals and birds to leave the immediate area before pile hammer reaches full energy.

MM NOI – 1 – Noise Reduction from Pile Driving Implementation: This measure shall be incorporated into the contract specifications for all construction work and the LAHD should

review the bid to ensure this measure is included in all proposals. If necessary, noise attenuation barriers must be installed and the LAHD is responsible to monitor the construction site and document compliance.

Mitigation Reporting Frequency: 30 days prior to the start of any pile driving activities, if applicable.

Mitigation Reporting Requirement: Documentation related to the pile driving equipment shall be submitted to LAHD as necessary.

MM NOI – 2 – Erect Temporary Noise Attenuation Barriers Adjacent to Pile Driving Equipment, Where Necessary and Feasible

Erect temporary noise attenuation barriers suitable for pile driving equipment as needed. The barriers should be installed directly between the equipment and the nearest noise sensitive use to the construction site. The need for and feasibility of noise attenuation barriers should be evaluated on a case-by-case basis considering the distance to noise sensitive receptors, the available space at the construction location, and taking account of safety and operational considerations.

MM NOI – 2 – Erect Temporary Noise Attenuation Barriers Adjacent to Pile Driving Equipment, Where Necessary and Feasible Implementation: See Implementation Guidelines in MM NOI – 1 above.

Mitigation Reporting Frequency: 30 days prior to the start of any pile driving activities, if applicable.

Mitigation Reporting Requirement: Documentation related to the pile driving equipment shall be submitted to LAHD as necessary.

I. UTILITIES AND PUBLIC SERVICES

SC PS – 1 – Recycling of Construction Materials

Demolition and/or excess construction materials shall be separated on-site for reuse/recycling or proper disposal. During grading and construction, separate bins for recycling of construction materials shall be provided on-site.

SC PS-1 – Recycling of Construction Materials Implementation: This measure shall be incorporated into the contract specifications for all construction work and the LAHD should review the bid to ensure this measure is included in all proposals. LAHD is responsible for monitoring the construction site and documenting compliance with contract specifications.

Mitigation Reporting Frequency: 30 days prior to the start of construction.

Mitigation Reporting Requirement: Supporting documentation shall be submitted at a level agreed upon by the LAHD.

SC PS – 2 – Materials with Recycled Content

Materials with recycled content shall be used in Project construction where feasible. Chippers on-site during construction shall be used to further reduce excess wood for landscaping cover.

SC PS-2 – Materials with Recycled Content Implementation: This measure shall be incorporated into the contract specifications for all construction work and the LAHD should review the bid to ensure this measure is included in all proposals. LAHD is responsible for monitoring the construction site and documenting compliance with contract specifications.

Mitigation Reporting Frequency: 30 days prior to the start of construction.

Mitigation Reporting Requirement: Supporting documentation shall be submitted at a level agreed upon by the LAHD.

II. MITIGATION MONITORING AND REPORTING FORMS

Mitigation Monitoring and Reporting Forms are the documentation to be completed by the Tenant and submitted to the LAHD, to certify compliance that the EIR mitigation measures and lease measures have been implemented. The applicable operational mitigation monitoring and reporting forms are an attachment to this ECP. The mitigation monitoring and reporting forms will be submitted to the LAHD at the address below:

Port of Los Angeles - Environmental Management Division
425 S. Palos Verdes Street
San Pedro, CA 90731
Attention: CEQA Mitigation Coordinator

With the following identifier:

Berths 302-306 [APL] Container Terminal Project
State Clearinghouse No. 2009071031
ADP No. 081203-131

MM-XX – SAMPLE FORM (CONSTRUCTION)

Tenant: EMS

Project: Berths 302-306 [APL] Container Terminal Project

Application for Development Project Log Number: 081203-131

State Clearinghouse Number: 2009071031

Mitigation Measure: MM AQXXX

Mitigation Reporting Frequency: Six months following Lease Amendment Approval, if applicable based on any construction activities.

Mitigation Reporting Requirement: Documentation of training, including the training manual and education materials/literature shall be maintained onsite and will be available for review by LAHD.

COMPLIANCE STATUS:

Has compliance with the above mitigation measure, as set forth in the ECP, been met?

_____ Yes (please sign form) _____ No (If no, explain in next sections and sign form)

NON-COMPLIANCE:

Explain and/or discuss. Attach certification documents as well as document coordination with and acceptance of non-compliance or substitute equivalent.

STEPS TAKEN:

COMPLIANCE VERIFICATION:

By signing this form, I signify that I have complied with the measure as stated above.

Name and Title of Person Completing Form

Signature

Date

Name and Title of Responsible Person

Signature

Date

MM-XX – SAMPLE FORM (OPERATION)

Tenant: EMS

Project: Berths 302-306 [APL] Container Terminal Project

Application for Development Project Log Number: 081203-131

State Clearinghouse Number: 2009071031

Mitigation Measure: The Tenant shall work with LAHD Engineers and Port police to develop tsunami response training and procedures to assure that construction and operations personnel shall be prepared to act in the event of a large seismic event. Such procedures shall include immediate evacuation requirements in the event that a large seismic event is felt at the project site, as part of overall emergency response planning for this project.

Mitigation Reporting Frequency: During the first year of project operation and annually thereafter for the term of the Agreement and/or any holdover.

Mitigation Reporting Requirement: Documentation of training, including the training manual and education materials/literature shall be maintained onsite and will be available for review by LAHD.

COMPLIANCE STATUS:

Has compliance with the above mitigation measure, as set forth in the ECP, been met?

_____ Yes (please sign form) _____ No (If no, explain in next sections and sign form)

NON-COMPLIANCE:

Explain and/or discuss. Attach certification documents as well as document coordination with and acceptance of non-compliance or substitute equivalent.

STEPS TAKEN:

COMPLIANCE VERIFICATION:

By signing this form, I signify that I have complied with the measure as stated above.

Name and Title of Person Completing Form

Signature

Date

Name and Title of Responsible Person

Signature

Date