

SECOND AMENDED AGREEMENT BETWEEN THE PORT OF TACOMA AND THE PUGET SOUND CLEAN AIR AGENCY TO REIMBURSE THE PORT OF TACOMA FOR PURCHASING AND INSTALLING DIESEL PARTICULATE FILTERS AT MARINE TERMINALS IN TACOMA, WASHINGTON

This second amended agreement is entered into by and between the **Puget Sound Clean Air Agency**, (hereinafter referred to as the "Agency"), a municipal corporation of the laws of the state of Washington, and Port of Tacoma (hereinafter referred to as the "Port"), One Sitcum Plaza, Tacoma, WA 98401-1837.

WITNESSETH

WHEREAS, the Board of Directors of the Puget Sound Clean Air Agency deems it desirable to amend the original Agreement dated March 6, 2008, and the first amendment to this agreement dated July 9, 2008, for the reimbursement for purchasing and installing diesel particulate filters (DPFs) at marine terminals in Tacoma, Washington; and

WHEREAS, the Port and the Agency agree that in addition to installing DPFs on cargo-handling equipment (CHE), anti-idling equipment should also be installed on CHE in conjunction with the DPF retrofits, where necessary;

WHEREAS, the Port and the Agency agree that the Port of Tacoma needs an additional year to complete this cargo handling retrofit project and Washington United Terminals should be included in Section A and C;

NOW, THEREFORE, the Agency and the Port mutually agree as follows;

II. AGREEMENT

The following sections of the amended Agreement are amended to read as follows:

A. PURPOSE. The purpose of this Agreement is to establish procedures for the Agency to reimburse the Port for up to one-half the cost of purchasing and installing DPFs and anti-idling equipment on CHE operated at the WUT, Husky, Maersk, Evergreen and MTC marine terminals located within the Port's jurisdiction.

B. TERM. This Agreement shall commence on February 15, 2008, and shall terminate on June 30, 2009.

C. CONDITIONS OF REIMBURSEMENT. The Port may submit a reimbursement proposal via email to the Agency Project Manager for up to one-half the cost of purchasing and installing DPFs and anti-idling equipment on CHE operated at WUT, Husky, Maersk, Evergreen and MTC marine terminals, in accordance with Section II D. of this Agreement. The

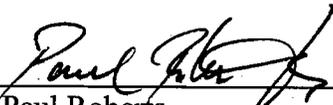
reimbursement proposal shall include the amount of reimbursement sought by the Port and the amount the Port or Port tenant will pay.

All other terms and conditions of the original Agreement and amended agreement remain in full force and effect.

IN WITNESS HEREOF, the Agency and the Port have executed this amended Agreement as to the date first above written.

**PUGET SOUND CLEAN
AIR AGENCY**

**CONSULTANT
PORT OF TACOMA**

By: 
Paul Roberts
Board of Directors, Chair

By: 
Dorcas Nepple
Contract Director

Date: 12/18/08

Date: 12/15/08

Attest:

By: 
Dennis J. McLerran
Executive Director

Date: 12/18/08

Approved as to Form:

By: 
Laurie Halvorson
General Counsel

Date: 12/17/08