

**Third Amended Agreement Between the Port of Seattle and the
Puget Sound Clean Air Agency to Reduce Diesel Emissions**

This contract is entered into 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 Seattle** (hereinafter referred to as the "Port"), a Washington municipal corporation, located at Pier 69, 2711 Alaskan Way, Seattle WA 98111-1209.

WHEREAS, the Port has adopted the Northwest Ports Clean Air Strategy, the goal of which is to reduce air emissions from current and future maritime port operations in the Pacific Northwest; and

WHEREAS, the Agency and Port entered into Contract No. 200900046 for the Port to provide funds in support of the Agency's efforts to reduce harmful diesel emissions from maritime sources; and

WHEREAS, the Board of Directors of the Puget Sound Clean Air Agency deems it desirable to amend Contract No. 200900046 dated July 9, 2009, and amended November 9, 2009, and April 12, 2010; and

WHEREAS, the Port has agreed to provide an additional Four Hundred Six Thousand dollars (\$406,000) of funding to the Agency, for a total of up to Three Million Six Thousand dollars (\$3,006,000) under this third amendment; and

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

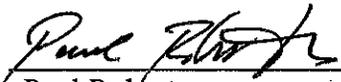
1. Section II(C)(1)(a) of Contract No. 200900046 is hereby amended to read:
 - a. The Port will provide up to Three Million Six Thousand dollars (\$3,006,000) funding to the Agency in quarterly installments, with the first payment being made on July 1, 2009.

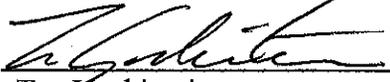
2. All other terms and conditions of Contract No. 200900046, as amended on November 9, 2009, and April 12, 2010, remain in full force and effect.

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**

PORT OF SEATTLE

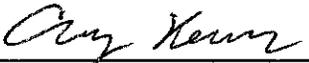
By: 
Paul Roberts
Board of Directors, Chair

By: 
Tay Yoshitani
Chief Executive Officer

Date: 8.25.10

Date: 8/13/10

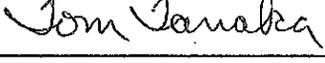
Attest:

By: 
Craig Kenworthy
Executive Director

Date: 8-19-10

Approved as to Form:

By: 
Laurie Halvorson
Director of Compliance and Legal

By: 
Tom Tanaka
Senior Port Counsel

Date: 8/18/10

Date: 8/12/10