



DATE: August 28, 2008

TO: Governing Board, Intermodal Container Transfer Facility
Joint Powers Authority

FROM: Sam A Joumblat, Executive Director

SUBJECT: Memorandum of Agreement with the Los Angeles Harbor
Department and the Long Beach Harbor Department to reimburse
them for certain environmental and legal expenses incurred on
behalf of the ICTF JPA

SUMMARY

To expedite activities associated with the ICTF Modernization Project including the completion of an EIR, Essentia Management Services LLC (Essentia) (Program Management) and the Sohagi Law Group (Sohagi) (Legal) have been selected by the Ports of Los Angeles and Long Beach to support the JPA on an interim basis (March – August, 2008). Essentia and Sohagi both have current contracts with each Port. Both Ports have authorized the use of these existing contracts on an interim basis (i.e., until JPA-Essentia and JPA-Sohagi contracts can be executed).

DISCUSSION:

1. The ICTF JPA has been utilizing the services of Essentia and Sohagi in connection with the Application for Development Project to modernize the ICTF that was submitted by Union Pacific.
2. Essentia has current contracts with POLA and POLB. Sohagi has a current contract with POLA.
3. Accordingly, for services in connection with ICTF JPA, Essentia has been invoicing 50% to each POLA and POLB and Sohagi has been invoicing POLA.
4. Both Essentia and Sohagi, as a result of their current assignments at the Ports, are keenly familiar with Port drivers, policies, procedures and initiatives.

RECOMMENDATION:

It is recommended that the Governing Board of the ICTF JPA approve the Memorandum of Agreement to reimburse the Port of Los Angeles a sum not to exceed ninety thousand (\$90,000) over a three-year period and reimburse the Port of Long Beach a sum not to exceed fifty thousand (\$50,000) over a three-year period.

FINANCIAL IMPACT

Funding for this Agreement in an amount not to exceed \$140,000 will be provided through the Reimbursable Work Order (RWO) recently executed with Union Pacific.

GENERAL COUNSEL

The subject Agreement has been reviewed and approved as to form by the ICTF JPA General Counsel.

TRANSMITTAL:

1. Memorandum of Agreement



Sam A. Joumbat
Executive Director

INTERMODAL CONTAINER TRANSFER FACILITY
JOINT POWERS AUTHORITY,
THE LOS ANGELES HARBOR DEPARTMENT, AND
THE LONG BEACH HARBOR DEPARTMENT

MEMORANDUM OF AGREEMENT

THIS AGREEMENT (this "Agreement") is made and entered into as of September 3, 2008, by and among the Intermodal Container Transfer Facility Joint Powers Authority ("ICTF JPA"), the City of Los Angeles, acting by and through its Board of Harbor Commissioners ("Los Angeles"), and the City of Long Beach, acting by and through its Board of Harbor Commissioners ("Long Beach") (collectively "CITIES").

RECITALS

1. The Joint Exercise of Powers Agreement between the Cities, dated October 5, 1983, provides in Section 11 that personnel for ICTF JPA shall be appointed from the "Cities".

2. Furthermore, in Section 10, "Consultants", the Agreement provides authority for the ICTF JPA or the "Cities" acting on behalf of the ICTF JPA to seek services and enter into contracts with consultants.

3. Since approximately February 25, 2008, the Los Angeles Harbor Department and the Long Beach Harbor Department have been serving the ICTF JPA with legal counsel and environmental science expertise. The Harbor Departments of

both Cities have been paying from their respective General Funds for services to the ICTF JPA.

4. The parties wish to acknowledge and to arrange for compensation to the Harbor Department of Los Angeles and the Harbor Department of Long Beach for the outside legal counsel services and environmental science expertise provided to the ICTF JPA.

LEGAL COUNSEL AND ENVIRONMENTAL SCIENCE CONSULTANT

COMPENSATION

5. Effective September 3, 2008, ICTF JPA shall pay to the Harbor Department of Los Angeles a sum not to exceed Ninety Thousand Dollars (\$90,000) over three (3) years. ICTF shall make an initial payment of an amount not to exceed Fifty Thousand Dollars (\$50,000) to the Harbor Department of Los Angeles for the period February 25, 2008, through September 3, 2008, on or about September 30, 2008, based on invoices provided by legal counsel and environmental consultant. Thereafter, ICTF JPA shall make payments to the Harbor Department of Los Angeles to reimburse for any additional legal counsel or environmental science expertise costs incurred and supported by invoices in furtherance of work for the ICTF JPA.

6. Effective September 3, 2008, ICTF JPA shall pay to the Harbor Department of Long Beach a sum not to exceed Fifty Thousand Dollars (\$50,000) over three (3) years. ICTF shall make an initial payment of an amount not to exceed Thirty

Thousand Dollars (\$30,000) to the Harbor Department of Los Angeles for the period February 25, 2008, through September 3, 2008, on or about September 30, 2008, based on invoices provided by environmental consultant. Thereafter, ICTF JPA shall make payments to the Harbor Department of Long Beach to reimburse for any additional environmental science expertise costs incurred and supported by invoices in furtherance of work for the ICTF JPA.

_____, 2008
CITY OF LOS ANGELES, a
municipal corporation, acting
by and through its Board of
Harbor Commissioners

By _____
Geraldine Knatz, Ph.D.
Executive Director

APPROVED AS TO FORM

_____, 2008
CITY OF LOS ANGELES
ROCKARD J. DELGADILLO,
City Attorney

By _____
Its _____

_____, 2008
CITY OF LONG BEACH, a
municipal corporation, acting
by and through its Board of
Harbor Commissioners

By _____
Richard D. Steinke
Executive Director

APPROVED AS TO FORM

_____, 2008
CITY OF LONG BEACH
ROBERT E. SHANNON,
City Attorney

By _____
Its _____

INTERMODAL CONTAINER
TRANSFER FACILITY JOINT
POWERS AUTHORITY ("ICTF")

_____, 2008

By _____
Chief Executive Officer

APPROVED AS TO FORM

_____, 2008

CITY OF LOS ANGELES
ROCKARD J. DELGADILLO
City Attorney

By _____

Its _____