

AMENDMENTS TO AGREEMENT NO. 224-002206-003 4
CAPA/NWMTA INTERCONFERENCE AGREEMENT

(proposed amendments are in bold and italicized)

Page 1
4th Paragraph



WHEREAS, the members of said associations, acting by and through said associations, desire to confer, discuss and make recommendations from time to time on marine terminal practices (other than rates and charges) or *on* other matters of concern to the marine terminal *and Port* industry *on issues including but not limited to labor practices, infrastructure development, railroad practices and services, and environmental policy and concerns*;

Page 2
3. MEETINGS

(a) Joint meetings of the members of said associations may be called by the Chairman at his discretion or upon the written request of either association. The time, place and purpose of any joint meeting shall be set forth in the notice which shall be mailed, *e-mailed or faxed* to the members not less than one (1) week before the date of the meeting, and no business, other than that for which the meeting is called, shall be transacted; provided, however, if all members are present or unanimously agree, in person or by proxy, any other matters within the scope of the Agreement may be considered at such joint meeting.

(b) The Chairman, at his own discretion, may, or upon the written request of either association shall call a joint meeting by correspondence *or conference call*, and the Chairman shall fix the date thereof. A notice of the call of any joint meeting by correspondence *or conference call* shall be given by the Secretary in writing by mail *or by e-mail* to each member and shall be postmarked not less than ~~ten (10) days~~ *one week* prior to the date fixed for any such joint meeting by correspondence *or conference call*, which notice shall state the manner of call of, and the date fixed for, said joint meeting by correspondence *or conference call* and contain the subject or subjects to be considered and voted upon at such joint meeting, together with the text of any resolutions or any other matters proposed for action. A member shall be deemed to have voted on a subject at a joint meeting by correspondence (i) if the member shall have communicated its vote, in the affirmative or in the negative, on such subject to the Secretary in writing, by mail or otherwise, and if such communication is received by the Secretary or is postmarked prior to midnight of the date fixed for such joint meeting by correspondence or (ii) if the member shall have failed to communicate its vote on such subject to the Secretary in the manner and within the time specified in (i) above, in such event its vote on such subject shall be deemed to be and shall be entered as in the affirmative. Any resolution or other action proposed and adopted at a joint meeting by correspondence shall have the same force and effect as though such resolution or other action had been adopted or taken at a joint meeting of the members of the association pursuant to this Agreement.

4. OFFICERS

The members annually shall designate a Chairman to preside over all meetings, **and** a Vice Chairman to act in the absence of the Chairman. ~~and a Secretary, who shall keep a minute record of the proceedings of all joint meetings and a record of all actions taken, and shall perform such duties as may be requested by the Chairman.~~ The Chairman shall be a representative of a member of one association, and the Vice Chairman shall be a representative of a member of the other association, and said officers shall alternate between the associations. ***Whichever association is hosting a joint meeting will also keep a minute record of the proceedings of the meeting and a record of all actions taken, and shall perform such duties as may be requested by the Chairman.*** Copies of all such minute records shall be furnished by the Secretary to the Federal Maritime Commission and to each member.

5. COMMITTEES / SPECIAL TASK FORCES

The Chairman may appoint such joint committees **or Special Task Forces** as may, from time to time, be necessary, and such joint committees **or Special Task Forces** may meet from time to time as may be necessary to accomplish their assignments. ***Special Task Forces shall include representation by members of both Associations, and consist normally of 4-6 members, tasked with a specific project or objective. The Joint Committee will review the status of each Special Task Force annually, and determine whether the Task Force shall continue for another year.*** At meetings held by the Joint committees **or Special Task Forces**, the Chairman and the Secretary shall be entitled to participate ex officio.

CALIFORNIA ASSOCIATION OF PORT AUTHORITIES

~~Encinal Terminals~~

Port of Hueneme

Humboldt Bay Harbor District

Port of Long Beach

Port of Los Angeles

Port of Oakland

Port of Redwood City

Port of Richmond

Port of Sacramento

Port of San Diego

Port of San Francisco

Port of Stockton

By

A handwritten signature in cursive script, appearing to read "Phillip H. Schott", is written over a horizontal line.

PHILLIP H. SCHOTT
Executive Secretary