FEDERAL MARITIME COMMISSION

AGREEMENT NO. 224-007345-022

CALIFORNIA ASSOCIATION OF PORT AUTHORITIES

PARTIES TO THE AGREEMENT

Non-Operating Members

Humboldt Bay Harbor District

Port of Long Beach

Port of Los Angeles

Port of Oakland

Port of Richmond

Port of San Diego

Port of San Francisco

Operating Members

Port of Stockton

Sacramento-Yolo Port District
(Port of Sacramento)

Port of Redwood City

Oxnard Harbor District
(Port of Hueneme)

EFFECTIVE
JUN - 6 2005
UNDER THE SHIPPING ACT OF 1984
Federal Maritime Commission

RECEIVED
2005 JUN 17 PM 2:50
BUR OF ECON & AGMT ANAL

CALIFORNIA ASSOCIATION OF PORT AUTHORITIES

AGREEMENT

THIS AGREEMENT, entered into at San Francisco, California, by and between the undersigned on the 12th day of April, 1940, and amended at Long Beach, California on June 10, 1940, and at Oakland, California on October 18, 1940, and further amended as shown in connection with individual Articles.

WITNESSETH:

OBJECTS AND PURPOSES

That, in consideration of the benefits to be severally and collectively derived from this agreement, the parties hereto hereby associate themselves in an association to be known as the "CALIFORNIA ASSOCIATION OF PORT AUTHORITIES" hereinafter referred to as the "Association", to promote fair and honorable business practices among those engaged in the marine terminal industry, to more adequately serve the interests of the shipping public at their terminals in ports in the State of California and to establish and maintain just and reasonable, and, as far as practicable, uniform terminal rates, charges, classifications, rules, regulations and practices at such terminals for, or in connection with, interstate and foreign waterborne traffic, provided that it is recognized that each port or terminal may have a different situation and the term "uniform" shall not necessarily be construed to mean identical, and it is understood that all matters involved herein shall be worked out in a spirit of bona fide effort to accomplish an arrangement that will give no one an undue advantage, taking into consideration all competitive conditions, and to cooperate with port authorities and marine terminal operators of other districts either individually or through their associations, to the end that the purposes set forth above may be achieved as widely as possible.

ARTICLE 1 – MEMBERSHIP

Any port authority or marine terminal operator in the State of California may hereafter by consent of a majority of the parties hereto become a party to this agreement upon written acceptance of its terms and conditions, provided, however, no such admission shall become effective prior to the date of written advice thereof given by the Association to the Federal Maritime Commission, Washington, D.C. Two signed copies of each such written acceptance shall be furnished promptly by the Association to the Federal Maritime Commission. The admission of any such port authority or terminal operator shall not be denied without just and reasonable cause.

ARTICLE 2 – TARIFF COMPLIANCE

The parties hereto agree to assess and collect all rates and/or other charges for, or in connection with, traffic handled by them within the scope of this agreement, strictly in accordance with the rates, charges, classifications, rules, regulations and/or practices set forth in their respective applicable tariffs; that they will not in any respect deviate from or violate any of the terms of said tariffs; and that no rates or charges assessed or collected pursuant to such tariffs shall be directly or indirectly illegally or unlawfully refunded or remitted in whole or in part in any manner or by any device.

ARTICLE 3 – TARIFF CHANGES

(a) The members agree that no change shall be made in the rates, charges, classifications, rules, regulations or practices in any of their tariffs without first obtaining unanimous approval of all of the members of either the Committee on Tariffs and Practices or the Traffic Committee of Operating Members , whichever Committee has jurisdiction of such proposed change as provided in Article 17 hereof except, that if a member desires to make a change in tariff rate, charge, classification, rule, regulation, or practice that results in an increase in revenue solely in his own jurisdiction, approval by only a majority of all the members of either of said committees is required for such change; provided however, that in the event any proposed change fails to receive unanimous or majority approval as required, any member may take independent action with regard thereto in the manner hereinafter in paragraph (b) of this Article provided. Any member may publish an identical tariff item that exists in another member's tariff upon giving not less than five (5) days' prior written notice to the President, the Executive Secretary, and each member of the Association.

(b) Proposed tariff changes which have failed of unanimous approval by the Committee on Tariffs and Practices may be made by the membership acting unanimously at any regular or special meeting or may be made by independent action upon the giving of not less than ten (10) days prior written notice to the President, the Executive Secretary, and each member of the Association, during which period members of the Association shall be afforded an opportunity to consult with each other and to make recommendations. Upon the giving of not less than five (5) days prior written notice to the President, the Executive Secretary and each member of the Association, any other member may make such changes with regard thereto in its own rates, charges, classifications, rules, regulations and practices as such member may desire. Any recommendation made by any member shall be purely advisory and shall not be binding upon any member.

(c) Proposed tariff changes for services peculiar to and performed only by Operating Members which have failed of unanimous approval by the Traffic Committee of Operating Members may be made by independent action upon the giving of not less than ten (10) days prior written notice to the President, the Executive Secretary and each Operating Member of the Association, during which period the Operating Members of the Association shall be afforded an opportunity to consult with each other and to make recommendations. Upon the giving of not less than five (5) days prior written notice to the President, the Executive Secretary and each Operating Member of the Association, any other Operating Member may make such changes in the rates, charges, classifications, rules, regulations and practices for services peculiar to and performed only by Operating Members as such Operating Member may desire. Any recommendation made by any Operating Member shall be purely advisory and shall not be binding upon any Operating Member.

(d) Amendments, supplements or reissues of the tariff of any member shall be promptly furnished to the Association and to all other members.

(e) Consideration of tariff changes and all other actions taken by the Committee on Tariffs and Practices and by the Traffic Committee of Operating Members shall be in accordance with this Agreement, and with procedures adopted by the Committees, approved by the Association and filed with the Federal Maritime Commission.

ARTICLE 4 – COMMISSION FILINGS

A copy of each tariff effective hereunder containing all rates, charges, rules, classifications, regulations and/or practices, including additions thereto and changes therein, shall be furnished promptly to each member of the Association, and to the Federal Maritime Commission, Washington, D.C., by the Association.

ARTICLE 5 – WITHDRAWAL PROCEDURE

Any member may resign from the Association at any time, upon three (3) months' previous written notice of such resignation mailed to the Association. Promptly upon the receipt of any such notice of resignation, the Association shall mail a copy thereof to the Federal Maritime Commission, Washington, D.C. Upon the effective date of said resignation, the member so resigning shall be relieved of all obligation to the Association, except for the amount of any dues of said member then due and unpaid, and except for the amount of any then delinquent assessment levied against said member.

ARTICLE 6 – SUBJECT TO APPROVAL

This agreement, or any modification thereof, shall not become effective until approved pursuant to Section 15 of the Shipping Act, 1916, as amended, provided, however, that the filing of and participation in this agreement shall not be construed as a waiver of, or in any respect prejudicial to, the contentions of any of the parties hereto as to their amenability to the provisions of the Shipping Act, 1916, as amended.

ARTICLE 7 – EXECUTED IN TRIPLICATE

This agreement shall be executed in triplicate, two copies to be filed with the Federal Maritime Commission, Washington, D.C., and one copy to be retained by the Association.

ARTICLE 8 – HEADQUARTERS

The principal office of the Association shall, unless otherwise determined by the members, be at the office of the Executive Secretary of the Association in Sacramento, California.

ARTICLE 9 – MEMBERS' REPRESENTATION

At an organization meeting in San Francisco, California, on the 12th Day of April, 1940, and at each subsequent annual meeting as hereinafter provided each Association member shall declare the name of the person who shall represent it at meetings of the Association and such person shall serve until such time as his successor is named and seated. Each member shall be permitted to designate and appoint one alternate to serve instead of such accredited representative in the event of his absence.

ARTICLE 10 – OFFICERS

The officers of the Association shall be a President, a Vice President, and a Treasurer. These officers shall be elected by the members by a majority vote at each annual meeting of the Association and shall serve, without compensation for two years or until their successors have been duly elected and installed in office. They shall perform the duties ordinarily performed by such officers and such other duties as may be assigned to them by the members. In the event the offices of either President or Vice President shall for any reason become vacant during the term for which those officers were elected, the members of the Association may fill the vacancy by a majority vote.

ARTICLE 11 – EXECUTIVE SECRETARY

The members may select and contract for or employ an Executive Secretary and such other help as may be necessary to carry on the activities of the Association and shall fix their duties and compensation.

ARTICLE 12 – DUTIES OF PRESIDENT

It shall be the duty of the President to preside at all meetings of the Association, and he shall be ex officio member of all committees.

ARTICLE 13 – DUTIES OF VICE PRESIDENT

In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President.

ARTICLE 14 – DUTIES OF EXECUTIVE SECRETARY

The Executive Secretary shall keep an accurate record of the proceedings of the Association and shall issue all calls and notices ordered by the President. He shall have custody of all official papers and records, except those of the Treasurer. He shall furnish promptly to the Federal Maritime Commission, Washington, D.C., and to each member of the Association a copy of the Minutes of each meeting.

ARTICLE 15 – DUTIES OF TREASURER

The Treasurer shall keep an accurate record of the receipts and disbursements of the Association and shall be responsible for the funds of the Association. At the expiration of his term of office, he shall turn over to his successor the funds of the Association and the financial books and records.

ARTICLE 16 – EXECUTIVE COMMITTEE

The President, Vice President, and Treasurer shall constitute the Executive Committee of which the President shall be the Chairman. It shall carry on the customary routine executive duties of the Association, subject at all times to the directions and orders of the Association.

ARTICLE 17 – COMMITTEES

(a) The President shall appoint such committees as may from time to time be necessary; provided, however, there shall be a standing Committee on Tariffs and Practices, consisting of a representative of each Operating and Non-Operating Member appointed by such member and, in addition, there shall be a standing Traffic Committee of Operating Members, consisting of a representative of each Operating Member appointed by such Operating Member as listed on the Title Page of this Agreement, and each such Committee may elect its own Chairman and Vice Chairman.

(b) The Committee on Tariffs and Practices shall, except as hereinafter provided in paragraph (d) of this Article, investigate and study operating costs, methods and practices, as well as traffic conditions, in order to determine just and reasonable rates, charges, classifications, rules, regulations and practices at ports in the State of California, and on behalf of the membership of the Association, may approve by the unanimous vote of all of its members the adoption of such rates, charges, classifications, rules, regulations and practices.

(c) The Committee on Tariffs and Practices is authorized with reference to the rates, charges, classifications, rules and regulations of other than members of this Association, to take such actions, in the name of the California Association of Port Authorities, as are appropriate and necessary to represent the common interest of all Association members before regulatory bodies or rate-making bureaus to secure results in the best interest of California ports. Such action by the Committee on Tariffs and Practices shall be taken only upon unanimous approval of all members of the Committee, and only after each such action has been approved by the President of the Association.

(d) The Traffic Committee of Operating Members shall investigate and study operating costs, methods and practices in order to determine just and reasonable rates, charges, classifications, rules, regulations and practices inherent in the furnishing of accessorial services peculiar to and performed only by Operating members at ports in the State of California, but may not investigate or study operating costs, methods and practices of non-operating members. The Traffic Committee of Operating Members, on behalf of the membership, may approve by the unanimous vote of all of its members the adoption of such rates, charges, classifications, rules, regulations and practices for such accessorial services. Except as expressly set forth herein, the powers and duties of the Traffic Committee of Operating Members shall not extend to any rate, charge, classification, rule, regulation or practice that is within the jurisdiction of the Committee on Tariffs and Practices under paragraph (b) of this Article.

(e) Nothing in this agreement is intended to nor shall preclude a member designated on the Title Page hereof as a "Non-Operating" member from including in its tariff and performing accessorial services which are peculiar to and customarily performed by "Operating" members. When any accessorial service peculiar to and customarily performed by Operating members is in fact performed by and/or is included in the tariff of a member or members designated as "Non-Operating", the Committee on Tariffs and Practices and not the Traffic Committee of Operating Members shall have jurisdiction with respect thereto, and all provisions of this agreement which relate to "services peculiar to and performed only by Operating members" shall be inapplicable thereto.

(f) The President may appoint a Committee on Terminal Agreements, which committee shall not be a standing committee. The Committee on Terminal Agreements shall investigate, study, exchange information and discuss leases, agreements, licenses, assignments and other contracts relating to the use of terminal facilities of members of the Association. The Committee shall submit its report and recommendations to the Association and any such report or recommendations shall not be binding upon any member of the Association.

ARTICLE 18 – MEETINGS

(a) The annual meeting of this Association shall be held between September 1st and November 30th of each year, at the call of President, upon one month's written notice, provided the force of this section may be abrogated by unanimous consent.

(b) Special meetings of the membership shall be called by the President at his own discretion or upon the written request of five (5) members. The purpose of such special meeting shall be set forth in the notice which shall be mailed, e-mailed or faxed by the Executive or Association Secretary to the members at least 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 and unanimously agree, any other matters within the scope of the agreement may be dealt with at such meetings.

(c)The President, at his own discretion, may, or upon the written request of five (5) members, shall, call a meeting by correspondence, and the President shall fix the date thereof. A notice of the call of any meeting by correspondence shall be given by the Executive or Association Secretary in writing by mail, e-mail or fax to each member and shall be dated not less than ten (10) days prior to the date fixed for any such meeting by correspondence, which notice shall state the manner of call of said meeting by correspondence, state the date fixed for said meeting by correspondence, contain the subject or subjects to be voted upon at such meeting together with the text of any resolutions or any other actions proposed for vote and contain a ballot form of subjects corresponding to the agenda by which the members may register their votes upon any or all of the subjects set forth in the agenda for such meeting by correspondence. A member shall be deemed to have voted on a subject at a meeting by correspondence (a) if the member shall have communicated its vote, in the affirmative or in the negative, on such subject to the Executive or Association Secretary in writing, by mail or otherwise, and if such communication is received by the Executive or Association Secretary or is postmarked prior to midnight of the date fixed for such meeting by correspondence or (b) if the member shall have failed to communicate its vote on such subject to the Executive or Association Secretary in the manner and within the time specified in Clause (a) 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 meeting by correspondence shall have the same force and effect as though such resolution or other action had been adopted or taken at an annual or special meeting of this Association.

(d) The President, at his own discretion, when in the judgment of the President time is of the essence and a special meeting or a meeting by correspondence will result in undue delay, may call a meeting by telephone and fix the date and purpose thereof.

The notice of the call of any meeting by telephone shall be given by the Executive or Association Secretary to each member by telephone, e-mail or fax, and by arranging a telephonic conference on the date so fixed between the President and all or so many of the members (but not less than one-half (1/2) of the membership of the Association in good standing) as may be available, and by stating at such telephonic conference the manner of call of said meeting by telephone and the purposes for which such meeting is called, together with the text of any resolutions or other actions proposed. No business other than that transacted, provided, however, if all members are present and unanimously agree, any other matters within the scope of the agreement may be dealt with at such meeting by telephone. The President shall preside at such meeting by telephone and shall entertain motions, seconds and discussion, put matters to vote and otherwise carry on the business of the meeting by telephone as if such meeting were an annual or special meeting of the Association in person.

In the event any member is absent from a meeting by telephone, the Executive or Association Secretary shall, as soon after such meeting has adjourned as such absent member may be reached by telephone or e-mail or fax, advise such member of the purposes of the call and the subject or subjects acted upon at such meeting, of the text of any resolutions or other actions voted upon or taken at such meeting together with the vote thereon, and shall ask for, receive, and, subject to confirmation within twenty-four hours thereafter by such absent member, record such member's vote on each of such resolutions or other actions.

Any resolution or other action proposed and adopted at a meeting by telephone shall have the same force and effect as though such resolution or other action had been adopted or taken at an annual or special meeting of the Association.

(e) The Committee on Tariffs and Practices and the Traffic Committee of Operating Members shall conduct their business in regular or special meetings, or in meetings by telephone or by correspondence in accordance with procedures adopted by the Committees, approved by the Association and filed with the Federal Maritime Commission.

ARTICLE 19 – QUORUM

For the purpose of transacting business at a meeting of the Association, a quorum shall consist of not less than one-half (1/2) of the membership of the Association in good standing. For the purpose of transacting business at a meeting of the Committee on Tariffs and Practices or of the Traffic Committee of Operating Members, a quorum shall consist of not less than two-thirds (2/3) of the entire membership of such Committee.

ARTICLE 20 – VOTING

Except as provided in Articles 1, 10, 17 and 25, all action shall be taken in behalf of the Association by a three-fourths vote of the members, provided that no action shall be taken in behalf of the Association relative to approving the amendment, supplementing, or reissuance of, or agreeing to amend, supplement or reissue, any or all of the tariffs of members with respect to any of the rates, charges, classifications, rules, regulations or practices prescribed therein except on unanimous vote of the members.

At all Association meetings (other than meetings by correspondence), any member may have more than one representative present who may participate in the discussions and offer motion, but each member is limited to one vote, provided that any member absent or present and recorded as not voting, may subsequently on proposed action that require an unanimous vote or that have failed to pass without the vote or votes of any such absent or non-voting members or members, within ten (10) days from the date of mailing of registered notice, which shall be sent forthwith by the Executive or Association Secretary to the member thus entitled, cast the vote of such member thereon in writing by registered mail to the Executive or Association Secretary; provided further, that if no dissenting vote is cast, said member's vote, after said ten (10) days' limitation, shall be declared to have been cast in the affirmative.

No member of the Association shall have the right to vote at any meeting, or to be represented on any committee, or to participate in any other Association activity, if delinquent in the payment of any assessment or if delinquent two (2) months or more in the payment of dues, and any such member so delinquent shall be excluded in determining the number of members required to constitute a "majority vote", a "three-fourths vote", or an "unanimous vote", wherever such terms are used in this Agreement.

The vote of a member of the Association entitled to vote at a meeting of the Association or at a meeting of any committee of the Association shall be case at such meeting for such member by the accredited delegate or duly appointed alternate representative, or by the holder of a written proxy from such member.

ARTICLE 21 – ANNUAL BUDGET

An annual budget of revenue and expenditures shall be prepared by the Executive Committee or Association Secretary, and presented to the membership at the annual meeting. Adoption of the budget shall require a three-fourths vote of the membership.

ARTICLE 22 – DUES AND ASSESSMENTS

The monthly membership dues shall be fixed by the members, and shall be due and payable upon receipt of invoice. The members shall not fix uniform dues for all members, but shall graduate the dues of the various members upon such basis as may be equitable.

In order to meet extraordinary expenses the members shall have power to levy assessments, which assessments shall be graduated for each member upon the same basis as the dues are graduated. Such assessments shall be payable when levied, and shall become delinquent four (4) months after the date of mailing notice thereof to each member.

ARTICLE 23 – ORDINARY EXPENSES

(a) Ordinary expenses shall be understood to mean those provided for in the Annual Budget and shall be handled in accordance with *Section 24.

(b) The President and the Treasurer may disburse for extraordinary expenses not to exceed $1,500.00 per month unless prior approval has been obtained from three-fourths (3/4) of the members of this Association.

ARTICLE 24 – PAYMENT OF BILLS

Bills against the Association shall be paid by the Treasurer or Association Secretary when approved by the President.

ARTICLE 25 – AMENDMENTS

This Agreement may be amended at any regular or special meeting of the membership of the Association. Any proposal to amend this agreement shall be submitted in writing. Unanimous vote of all the parties hereto shall be required for adoption of any amendment.

ARTICLE 26 – COMMISSION APPROVAL

No amendments of this Agreement shall become effective until approved by the Federal Maritime Commission pursuant to Section 15 of the Shipping Act, 1916, as amended.

ARTICLE 27 – SHIPPERS' REQUESTS AND COMPLAINTS

Shippers' requests and complaints regarding matters included within the meaning of such phrase, as defined by the Federal Maritime Commission, shall, when presented in written form and filed with the Executive Secretary of the Association, be referred to either the Committee on Tariffs and Practices or to the Traffic Committee of Operating Members; provided, however, the Executive Secretary of the Association shall not assign any such request or complaint directly concerns an accessorial service peculiar to and performed only by Operating Members. Any shipper requesting an oral hearing on its request or complaint presented pursuant to the provisions hereof shall be granted such hearing. The Committee on Tariffs and Practices or the Traffic Committee of Operating Members, in accordance with the procedures adopted by the Association and filed with the Federal Maritime Commission, shall, upon consideration of the matters involved, submit its recommendation to the Association for such action as the Association membership shall deem appropriate in accordance with the provisions of this Agreement. The decision of the Association shall be promptly communicated to the proponent or complainant by the Executive Secretary. Action by the Association will not abridge the right of individual action under the provisions of Article 3 hereof.

ARTICLE 28 – MARINE TERMINAL AND PORT INDUSTRY RELATED PROJECT PLANNING

The members of this Association may engage in such activities involving the joint participation of two or more of its members in planning projects relating to the marine terminal and Port industry, including, but not limited to transportation, labor practices, infrastructure development, railroad practices and services, and environmental policy and concerns; as may be of interest to the members in order to establish, coordinate, and present the Association's point of view in such planning processes as the Association may determine to participate.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective officers or agents thereunto duly authorized.

–The End –

PROCEDURE OF THE COMMITTEE ON TARIFFS AND PRACTICES AND THE TRAFFIC COMMITTEE OF OPERATING MEMBERS

For the purpose of complying with the provisions of Federal Maritime Commission Agreement No. 7345, as amended, the procedure hereinafter set forth is adopted by the Committee on Tariffs and Practices and the Traffic Committee of Operating Members.

I. DOCKET PROCEDURE

Any member desiring to have a subject placed on the agenda for consideration by Committee shall address a letter to each member of the Committee with copy to the Executive Secretary. Upon receipt, the Executive Secretary's office shall prepare a Docket Data Sheet on which shall be designated (1) the number assigned thereto; (2) the date of the proposal; (3) the title of the subject; (4) the number of the meeting and the date on which the meeting, at which the subject is to be considered, will be held; and (5) details of the proposal.

Docket Data Sheets bearing appropriate prefix numbers and the next consecutive suffix number under the particular heading shall be assigned in accordance with the following subject outline:

Prefix No. 1 – General Rules and Regulations
Prefix No. 2 – Car Loading and Unloading
Prefix No. 3 – Dockage
Prefix No. 4 – Service and Facilities Charges
Prefix No. 5 – Tariff Definitions
Prefix No. 6 – Wharfage
Prefix No. 7 – Wharf Demurrage and Storage
Prefix No. 8 – Miscellaneous Matters Relating to Members' Tariffs
Prefix No. 9 – Miscellaneous Matters Not Related to Members' Tariffs
Prefix No. 10 – Tariff Interpretations

In those instances where a particular subject is to be acted upon by the Traffic Committee of Operating Members, the suffix letters "TR" shall be used to denote subjects considered by the Traffic Committee of Operating Members. Proposals submitted under the Emergency Docket Procedure, hereinafter set forth, shall be designated by the suffix letter "E".

Requests or complaints from shippers received in the office of the Executive Secretary shall be docketed in the same manner as hereinabove outlined. The nature of the request or complaint shall be summarized in the space provided for the proposal on the Docket Data Sheet or, in the alternative, the Executive Secretary shall prepare photocopies of the shipper's request or complaint for attachment to the Docket Data Sheet at the time of transmittal to the members.

II. EMERGENCY DOCKET PROCEDURE

The Emergency Docket Procedure is for the purpose of giving immediate consideration to matters which cannot be deferred for a regularly scheduled meeting. Emergency proposals shall be prepared by the proponent on forms supplied by the Executive Secretary. A sufficient number of copies of each proposal shall be prepared to furnish each member with one copy together with a copy to the Executive Secretary. In the preparation of an Emergency Docket Proposal the following shall be observed:

(1) The subject shall be designated in the same manner as listed in the docket designation hereinabove mentioned (e.g., "Dockage", "Service and Facilities Charges", "Wharfage", etc.). If a rate is proposed to be established or amended in connection with a particular commodity the name of the commodity and the trade in which the movement is to take place shall be stated together with the rate or rates involved (e.g., Foreign Trade – Inbound or Foreign Trade – Outbound, etc.).

(2) The proposal shall be set forth in sufficient detail to clearly designate the proposed change together with reference to the number of the tariff item in which publication is intended to be made. Wherever possible, the proposed effective date of the tariff change shall also be designated.

(3) Justification for the proposed change shall be set forth in sufficient detail to enable members of the designated Committee to cast their ballots without the necessity of additional communication with the proponent.

(4) The Emergency Docket Procedure is invoked by mailing the Emergency Docket Proposal, and is governed exclusively by these provisions, to the Executive Secretary and each member of the Committee to which the proposal is directed.

(5) Immediately upon receipt of an Emergency Docket Proposal, the Executive Secretary shall assign a docket number thereto and submit Docket Data Sheets to all members of the designated Committee to whom the Emergency Docket Proposal was directed. Each member shall, within 96 hours after the receipt of the emergency docket proposal by the Executive Secretary, excluding Saturdays, Sundays and legal holidays, cast a ballot in the office of the Executive Secretary. Whenever a member does not cast his vote within the 96 hour period such member's vote will be considered as cast in the negative and will be so recorded by the Executive Secretary. The Executive Secretary shall, promptly upon the recording of all the ballots on an Emergency Docket Proposal, but in no event later than 96 hours, as hereinabove provided, notify the proponent of the vote on such proposal and shall thereafter place the docket on the agenda for confirmatory action by the Committee at its next regular meeting.

III. COMMITTEE MEETINGS

(a) Regular and Special Meetings

Meetings of the Committee on Tariffs and Practices shall be regularly scheduled to be held approximately every three months. Meetings of the Traffic Committee of Operating Members shall be subject to the call of its Chairman, but shall be held with sufficient frequency to consider all items on their agenda with reasonable promptness. Special meetings of either Committee shall be subject to the call of the Chairman.

Notice of the date and place at which meetings are to be held shall be given by the Executive or Association Secretary as reasonably far in advance as practicable.

An agenda of the subjects to be considered at each committee meeting shall be prepared by the Executive or Association Secretary and transmitted to the committee members not less than one week preceding the date of the meeting. Any matter not on the agenda may be brought up for consideration at such meeting upon consent of the members of the committee, provided, however, that a matter proposed to be added to the agenda for the meeting of the Traffic Committee of Operating Members must be within the purview of such Committee. When a matter is thus added to a Committee's agenda, the Executive Secretary shall designate the docket number assigned to the subject and upon return to his office shall immediately cause a Docket Data Sheet to be prepared thereon and forwarded to the members of the committee in the event that the subject has not been previously docketed.

Meetings shall be conducted under the procedures established by Robert's Rules of Order subject to the following:

(1) Action to amend a member's tariff must be by unanimous vote. Actions proposed to be taken in the name of the Association in connection with tariffs other than those of a member of the Association must also be by unanimous vote.

(2) A member is privileged to withhold its vote at a meeting in which event it may cast its ballot with the Executive or Association Secretary within 96 hours; excluding Saturdays, Sundays and legal holidays, after adjournment of the committee meeting. In the event the abstaining member fails to record its vote, as herein provided, the Executive or Association Secretary is authorized to record such member's vote against the proposal as stated in the motion relating thereto.

(3) In case of amended or substitute motions vote must be taken thereon before the taking of a vote on the original motion and, if favorably voted upon, there is no need for a vote on the original motion. In the event the amended or substitute motion is not adopted, vote must then be taken on the original or main motion.

(4) A motion to table, when seconded, takes precedence over any other motion pending at the time and is not subject to debate or discussion. When a motion to table has been adopted a motion to remove from the table is necessary in order to bring the subject up for consideration at a future meeting.

(5) A motion to postpone for future consideration takes precedence over a motion to amend. Unlike a motion to table, a motion to postpone does not require further action in order to be placed on the agenda for a future meeting.

(6) A member has the right to change his vote up to the time the vote is finally announced. If all members of the Committee are present and have voted on a subject the result of the vote shall be announced by the Chairman. If a member has abstained from voting during the course of the meeting and later records his vote with the Executive or Association Secretary, or in the event of the abstaining member failing to record his vote within the 96-hour period, and a ballot recorded for such member as herein above provided, the result of the vote will be announced by the Executive or Association Secretary in the form of a communication addressed to all members.

(b) Meetings by Correspondence

A Committee Chairman, at his own discretion, may, or upon the written request of two (2) members, shall, call a meeting by correspondence and the Chairman shall fix the date thereof. A notice of the call of any meeting by correspondence shall be given by the Executive or Association Secretary in writing by mail to each member of the Committee and shall be postmarked not less than five (5) days prior to the date fixed for any such meeting by correspondence, which notice shall state the manner of call of said meeting by correspondence, state the date fixed for said meeting by correspondence, contain the subject or subjects to be voted upon at such meeting together with the text of any resolutions or any other actions proposed for vote, contain a ballot form of subjects corresponding to the agenda by which the members may register their votes upon any or all of the subjects set forth in the agenda for such meeting by correspondence, and contain a docket data sheet or sheets. A member shall be deemed to have voted on a subject at a meeting by correspondence (a) if the member shall have communicated its vote, in the affirmative or in the negative, on such subject to the Executive or Association Secretary in writing, by mail or otherwise, and if such communication is received by the Executive or Association Secretary or is postmarked prior to midnight of the date fixed for such meeting by correspondence or (b) if the member shall have failed to communicate its vote on such subject to the Executive or Association Secretary in the manner and within the time specified in Clause (a) above, in such event its vote on such subject shall be deemed to be and shall be entered as in the negative. Any resolution or other action proposed and adopted at a meeting by correspondence shall have the same force and effect as though such resolution or other action had been adopted or taken at a regular or special meeting of the Committee.

(c) Meetings by Telephone

A Committee Chairman, at his own discretion, when in his judgment time is of the essence and a special meeting or a meeting by correspondence will result in undue delay, may, or upon the request of two (2) members, shall, call a Committee meeting by telephone and fix the date and purpose thereof.

The notice of the call of any meeting by telephone shall be give by the Executive or Association Secretary to each member by telephone, e-mail or fax, and by arranging a telephonic conference on the date so fixed between the Chairman and all of so many of the members (but not less than one-half (1/2) of the membership of the Committee) as may be available, and by stating at such telephonic conference the manner of call of said meeting by telephone and the purposes for which such meeting is called, together with the text of any resolutions or other actions proposed. No business other than that which is within the purposes for which the meeting by telephone was called shall be transacted, provided, however, if all members are present and unanimously agree, any other matters within the jurisdiction of the Committee may be dealt with at such meeting by telephone. The Chairman shall preside at such meeting by telephone and shall entertain motions, seconds and discussion, put matters to vote and otherwise carry on the business of the meeting by telephone as if such meeting were a regular or special meeting of the Committee in person.

In the event any member is absent by from a meeting by telephone, the Executive or Association Secretary shall, as soon after such meeting has adjourned as such absent member may be reached by telephone, e-mail or fax, advise such member of the purposes of the call and the subject or subjects acted upon at such meeting, of the text of any resolutions or other actions voted upon or taken at such meeting together with the vote thereon, and shall ask for, receive, and, subject to confirmation within twenty-four hours thereafter by such absent member, record such member's vote on each of such resolutions or other actions.

Any resolution or other action proposed and adopted at a meeting by telephone shall have the same force and effect as though such resolution or other action had been adopted or taken at a regular or special meeting of the Committee.

IV. TARIFF CHANGES

Tariff changes which are authorized to be made, when involving the tariffs of two or more members, shall, wherever practical, be published upon a uniform effective date which shall be agreed upon at the time the change is authorized.

V. INDEPENDENT ACTION

Any proposal involving a change in a member's tariff which has failed to obtain the unanimous approval of the committee having jurisdiction of the subject matter may be made the subject of independent action on the part of the proponent, provided, however, that such action can only be taken by the proponent after giving not les than ten days' prior written notice thereof to the President, the Executive Secretary and each member of the Association. The prior written notice requirement is interpreted by the Association to mean that within such ten day period tariff publication shall be held in abeyance until after the holding of the special meeting called by the President for the purpose of enabling members to confer with each other regarding the matter on which notice of independent action has been given. The Executive Secretary shall thereafter notify the members of the committee of the disposition or conclusion reached and record the action in the minutes of the next following meeting of the committee having jurisdiction of the subject matter.

VI. SHIPPERS' REQUESTS AND COMPLAINTS

Shippers' requests or complaints filed with the Executive or Association Secretary shall be promptly submitted to the Committee on Tariffs and Practices or the Traffic Committee of Operating Members and to each member of the Association. Submission to the designated committee shall be made by the issuance of a Docket Data Sheet thereon in accordance with the procedure hereinbefore provided. The committee shall consider shippers' requests and complaints at the next meeting following receipt in the office of the Executive or Association Secretary. The committee need not restrict its action to the exact scope of such request or complaint but may include other points or recommendations varying from but which are either directly or indirectly related thereto.

The Executive or Association Secretary shall promptly give written notice to the proponent or complainant of the docketing of his request or complaint and the date of the meeting of the designated committee at which the subject will be considered. If the proponent or complainant desires to be heard the committee shall afford the proponent or complainant full opportunity to do so.

The conclusions and recommendations of the committee shall be submitted by the Executive or Association Secretary to the members of the Association for decision and the Executive or Association Secretary shall thereafter, in writing, promptly advise the proponent or complainant thereof. In the event the members of the Association reach a decision different from that of the conclusions and recommendations of the committee, the members of the committee shall promptly be advised thereof.

Adopted: May 27, 2005

- The End -