

Contract No. 200900046-5-CON

**Fifth 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 the **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, April 12, 2010, August 13, 2010, and February 3, 2011; and

WHEREAS, the Port agrees to provide an additional One Million, Fifty Thousand Dollars (\$1,050,000) of funding to the Agency for a total of up to Five Million, Two Hundred Sixteen Thousand, Two Hundred Fifty Dollars (\$5,216,250); 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 Five Million, Two Hundred Sixteen Thousand, Two Hundred Fifty Dollars (\$5,216,250) in funding to the Agency in quarterly installments, with the first payment being made on July 1, 2009.

2. Section II(B) of Contract No. 200900046 is hereby amended to read:

This Agreement shall terminate on June 30, 2013. Either party may terminate this Agreement upon 30 days' prior written notice.

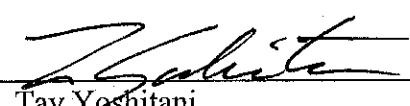
All other terms and conditions of Contract No. 200900046, as amended on November 9, 2009, April 12, 2010, August 13, 2010, and February 3, 2011 remain in full force and effect.

IN WITNESS HEREOF, the Agency and the Port have executed this amended Agreement.

**PUGET SOUND
CLEAN AIR AGENCY**

PORT OF SEATTLE

By: 
Paul Roberts
Board of Directors, Chair

By: 
Tay Yoshitani
Chief Executive Officer

Date: 6/7/2012

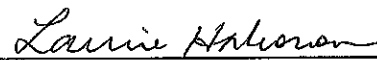
Date: 6/25/12

Attest:


By: 
Craig Kenworthy
Executive Director

Date: 6/15/2012

Approved as to Form:

By: 
Laurie Halvorson
Director of Compliance and Legal

Date: 6/5/12

By: 
Tom Tanaka
Senior Port Counsel

Date: 6/22/12