

Memorandum of Understanding Implementing RFID Truck Tag Program At the Port of Seattle

This Memorandum of Understanding (“MOU”) is made this ____ day of _____, 2011 between the Port of Seattle, a Washington municipal corporation (“Port”) and SSA Terminals a ____ corporation, SSA Seattle, a _____ corporation, Total Terminals, Inc., a ____ corporation, and Eagle Marine Services, Limited a _____ corporation (collectively, the “Lessees”).

WHEREAS, the Port and Lessees entered into lease agreements for container terminal operations at Terminals 18, 25/30, 46, and 5;

WHEREAS, the parties amended their leases to accommodate the Port’s clean truck program;

WHEREAS, the Lessees desire to enhance the operational efficiency of their container terminals by installing a system of radio frequency identification (“RFID”) tags on drayage trucks and tag readers at the terminals; and

WHEREAS, the Port desires to further enhance the effectiveness of its clean truck program by facilitating the use of the RFID tag system at the container terminals;

NOW THEREFORE, the parties agree as follows:

1. The term of this MOU will be co-terminus with the term of the subscription service the Port purchases from eModal.com, LLC (“eModal”) that will be used in conjunction with the RFID program. The MOU will become effective when all the parties execute this MOU and the Port has entered into its subscription with eModal (“Effective Date”). The term of this MOU will not exceed five years from the Effective Date.
2. Lessees will install RFID tag readers and the necessary equipment, infrastructure, and systems compatible with WhereNet RFID tags at their sole cost to make the tag readers functional at each of their gate entries at their respective container terminals leased from the Port.
3. Lessees will maintain and operate the tag reader system serving their respective Port container leasehold premises.
4. Lessees will distribute one WhereNet RFID tag to each truck qualified to enter the terminal in accordance with the lease amendment incorporating the Port’s clean truck program requirements. Lessees will require the truck owners to purchase one tag per truck. Lessees will arrange for eModal to reimburse the truck owners for the cost of the tag after the truck has passed through the tag reader and onto the terminal for the first time to pick up or drop off a container.

SSA TERMINALS

By _____
Its _____

SSA SEATTLE

By _____
Its _____

TOTAL TERMINALS, INC.

By _____
Its _____

EAGLE MARINE SERVICES, LIMITED

By _____
Its _____

PORT OF SEATTLE

By _____
Its _____