

**BETWEEN THE PORTS OF SEATTLE AND TACOMA
RELATING TO THE CREATION OF A JOINT SEAPORT ALLIANCE**

This First Amendment to the Seaport Alliance Framework Interlocal Agreement is made this ____ day of _____, 2015, by and between the Port of Seattle and the Port of Tacoma (together, the “Ports”), each a port district organized under the laws of the State of Washington (the “State”), under the authority of the Washington State Interlocal Cooperation Act, RCW 39.34 and the Port Joint Powers authority (RCW 53.08.240), and the authority of the Federal Maritime Commission (FMC) in accordance with the provisions of the Federal Shipping Act of 1984, and the FMC-approved Discussion Agreement No. 201222.

RECITALS

WHEREAS, on October 14, 2014 the Commissions of the Port of Seattle and the Port of Tacoma approved an Interlocal Agreement under the authority of the Washington State Interlocal Cooperation Act, RCW 39.34 and the Port Joint Powers authority (RCW 53.08.240), and the authority of the Federal Maritime Commission in accordance with the provisions of the Federal Shipping Act of 1984 for the purpose of documenting the common desire of the Ports to negotiate the terms of a joint seaport alliance (“Framework ILA”).

WHEREAS, as the Framework ILA states, the continued competitiveness of the Puget Sound gateway would be enhanced by leveraging the strengths of each port to reach shared goals for the region and the State in ways that either port acting alone could not achieve.

WHEREAS, as envisioned by the Framework ILA since its adoption in October, 2014 the Commissions, management and staff of the two Ports have worked together to conduct due diligence on Alliance issues, including Alliance structure, governance, operations, funding, staffing and developing a Seaport Alliance Transition Plan. The Seaport Alliance Transition Plan will help to inform the final Seaport Alliance Agreement that will ultimately be considered for final Commission adoption and approval by the Federal Maritime Commission and will guide the Seaport Alliance during its initial Post-FMC and Commissions’ approval period.

WHEREAS, The Framework ILA initially provided for a duration term through the sooner of the Port’s execution of the Seaport Alliance Agreement or March 31, 2015. The Ports seek to extend the duration of the Framework ILA, to continue the due diligence work on creation of a joint Seaport Alliance.

NOW THEREFORE, in consideration of the promises contained in the Framework ILA

and this first Amendment, the parties further agree as follows:

1. **Amendment.** This First Amendment modifies that Section C duration language as follows:

C. Effectiveness and Duration. This ILA is effective upon the date of execution by both Ports, which will follow each Port's commission adoption. This ILA will remain in effect until the sooner of the Ports' execution of the Seaport Alliance Agreement or March 31, 2015, unless extended by mutual agreement of the Ports and unless terminated by either the POS or POT commission.

2. **Limited Effect.** Except as expressly modified herein, all other terms of the Framework ILA remain in full force and effect.

[SIGNATURE PAGE FOLLOWS]

[INTERLOCAL AGREEMENT SIGNATURE PAGE]

Dated this _____ day of March, 2015.

Stephanie Bowman
Port Commission Co-President
Port of Seattle

Don Johnson
Port Commission President
Port of Tacoma

Courtney Gregoire
Port Commission Co-President
Port of Seattle

Connie Bacon
Port Commissioner
Port of Tacoma

Tom Albro
Port Commissioner
Port of Seattle

Clare Petrich
Port Commissioner
Port of Tacoma

Bill Bryant
Port Commissioner
Port of Seattle

Dick Marzano
Port Commissioner
Port of Tacoma

John Creighton
Port Commissioner
Port of Seattle

Don Meyer
Port Commissioner
Port of Tacoma