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MOU between AltaSea and SCCOOS

The purpose of this document is to develop a formal Memorandum of Understanding (MOU) agreement to cooperatively develop a plan to establish a sublease for a project that will use the AltaSea facilities.

This agreement is between AltaSea at the Port of Los Angeles, a California Non Profit Public Benefit Corporation (“AltaSea”) and The Regents of the University of California, UC San Diego’s Scripps Institution of Oceanography on behalf of the Southern California Coastal Ocean Observing System, a nonprofit organization (“SCCOOS”).

This MOU does not create any legal or equitable obligation or binding commitment by any Project Entity.

No Planning Partner will be bound by any communication, including any communication by any Planning Work Group Representative unless and until a definitive Sublease is duly signed and delivered between AltaSea and SCCOOS, and there will be no agreement on any matter unless and until both Planning Partners duly enter into a definitive written agreement on all matters contemplated herein.

1) Definition of Terms

- a) **Plan** is defined as the result of a cooperative planning process to facilitate the successful development of a project that will use the AltaSea facilities. The development of a plan will take place within the time period beginning November 13, 2017 – February 13, 2018. By the end of this 90 day period, it is the goal of AltaSea and SCCOOS to have developed a plan that will achieve the following:
 - i) Secure a sublease agreement between AltaSea and SCCOOS to provide space in Warehouse 58 for an interactive ocean monitoring exhibit.
 - ii) AltaSea and SCCOOS will work together to identify the key elements of a Sublease agreement for SCCOOS to occupy and carry out activities. This includes but is not limited to operation and maintenance of any equipment on site and insurance requirements.
 - iii) Establish an ongoing management structure, define planning procedures beyond the terms of this MOU and designate clear responsibilities for designing, funding, and implementing short and long term cooperative



programs, and capital improvement projects between AltaSea and SCCOOS as needed.

- b) **Planning Partners.** The Planning Partners are described in more detail below.
 - i) **SCCOOS** brings together coastal observations in the Southern California Bight (SCB) to provide information necessary to address issues in climate change, ecosystem preservation and management, coastal water quality, maritime operations, coastal hazards and national security.
 - ii) **AltaSea** is a California Non Profit Public Benefit Corporation that accelerates scientific collaboration, facilitates job creation and inspires the next generation for a more sustainable ocean.

2) Purposes of this MOU:

- a) To establish the framework for the decision-making process for the Planning Partners to make joint decisions related to the redevelopment and subleasing of portions of the AltaSea facility.
- b) To clarify responsibilities, identify commitments, and establish the process through which the Planning Partners will carry out activities, pursue and secure funding, and contribute to planning for the development of future programs and projects related to the Master Lease ("Master Lease") (and related anticipated site development agreements) between AltaSea and the City of Los Angeles ("Port of LA").

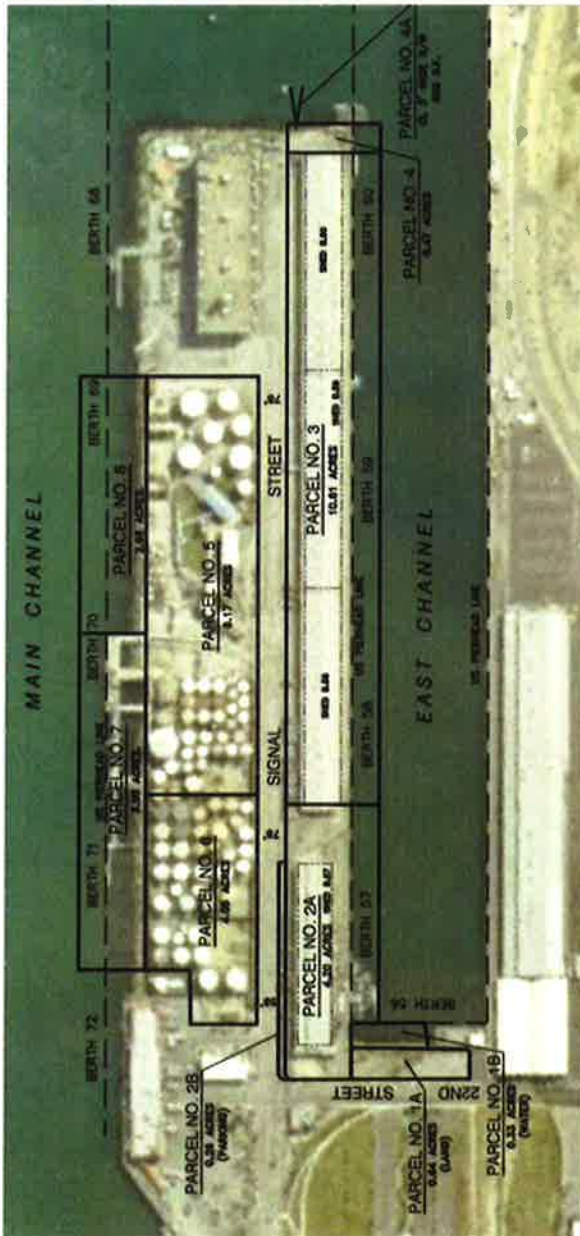
3) Planning Work Group

- a) Each Planning Partner shall designate lead and co-Planning Representatives to form a Planning Work Group. These representatives will have the knowledge and ability to appropriately represent each partner and will collectively develop a draft plan to identify the key elements of a Sublease agreement between AltaSea and SCCOOS (defined in Section 1). Final approvals for plans developed in the MOU will be obtained by Planning Partner's governance Boards according to processes established by each Planning Partner. Each Planning Work Group Representative shall be selected by its respective Planning Partner.



- i) AltaSea at the Port of Los Angeles' Work Group Representatives are:
 - Lead Planning Work Group Representative: Jenny Krusoe, Executive Director
 - Co- Planning Work Group Representative: Shawn Jensen, Manager of Government Funding and Program Partnerships
- ii) SCCOOS's Work Group Representatives are: Clarissa Anderson, Julie Thomas, Eric Terrill, Danielle Muller, Vicky Rowley
 - Lead Planning Work Group Representative: Clarissa Anderson
 - Co- Planning Work Group Representative: Julie Thomas
- b) A Planning Work Group Representative from AltaSea shall make a written record of all Work Group communications and Planning decisions agreed upon which shall be included and communicated by email to all Planning Work Group Representatives and Alternative Planning Work Group Representatives.
- c) Notwithstanding the formal decision making requirements set forth herein, the Planning Partners recognize that this effort is unique and will require a variety of decisions and that the successful development of the Plan requires that the Planning Work Group Entities communicate freely with each other in order that a consensus may be attained in most, if not all, instances.

This MOU is intended to facilitate the development for the sublease by AltaSea to SCCOOS, *but does not create any legal or equitable obligation or binding commitment by any Planning Entity.* No Planning Entity will be bound by any communication, including any communication by any Planning Work Group Representatives, unless and until a definitive Sublease is duly signed and delivered between AltaSea and SCCOOS, and there will be no agreement on any matter unless and until all Planning Entities duly enter into a definitive written signed agreement on all matters contemplated herein.



SCALE: 1" = 200'-0"

AERIAL SITE PLAN (FROM LEASE DOCUMENT TRANSMITTAL 3)

Figure 1. Parcels at AltaSea.



Agreed to and Signed by:

AltaSea at the Port of Los Angeles:

Lead Project Work Group Representative: Jenny Krusoe, Executive Director

Signature: Jenny Krusoe

Date: 12/6/17

SCCOOS:

Lead Project Work Group Representative:

Signature: Clarissa Anderson

Date: 12/5/17

Authorized Organization Representative:

Andrea Lupu, Principal Contract and Grant Analyst, UCSD-SIO

Signature: Andrea Lupu

Date: 12/5/17