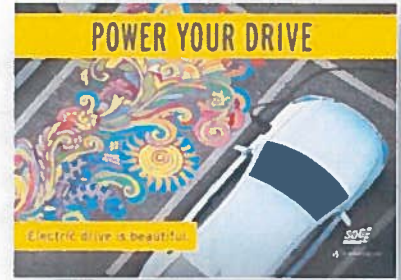


Memorandum of Understanding

This Memorandum of Understanding (“MOU”) is entered into this 23rd of October, 2017 by and between the San Diego Unified Port District (“Port”) and San Diego Gas & Electric Company (“SDG&E”). Together, the Port and SDG&E shall be referred to as “Parties.”



RECITALS

- A. The Power Your Drive Program (“PYD”) is a pilot program where the California Public Utilities Commission authorized SDG&E to install up to 3,500 electric vehicle charging stations (“EV Stations”) in apartments, condos, and businesses. The program’s objective is to promote the expansion of electric vehicles in SDG&E’s territory.
- B. On October 23, 2017 (“Application Date”), the Port applied to SDG&E’s PYD.
- C. Since the Application Date, the Parties have been working together in good faith to negotiate the final terms of the PYD Agreement (“PYD Agreement”) and corresponding property agreement (“Easement”).
- D. The Parties agree to enter into this MOU, to set forth an approximate timeline for negotiations of the PYD Agreement and Easement.

NOW, THEREFORE, in consideration of this premise and the mutual covenants and promises contained in this MOU and for other good and valuable consideration, the receipt and sufficiency of which the parties acknowledge, the parties agree as follows:

- 1. The Parties shall continue to work together in good faith to negotiate the terms of the PYD Agreement and the Easement.
- 2. The Parties shall use best commercially reasonable efforts to maintain the time line as set forth below:

<ul style="list-style-type: none"> • SDG&E to complete proposed site layouts for Administration Building (3165 Pacific Hwy), General Services Building (1400 Tidelands Ave) and Harbor Police Headquarters (3380 N Harbor Drive) based on updated site walks. 	<p>July 2017</p>
<ul style="list-style-type: none"> • Port to determine if easements at the employee parking lot (3165 Pacific Hwy) require any additional approval. Such 	<p>July 2017</p>

requirements may delay other actions.	
<ul style="list-style-type: none"> Port to send Easements and PYD Agreement back to SDG&E with its suggestions to the terms. 	July 2017
<ul style="list-style-type: none"> Port provides informational presentation to District Executive Leadership Group – District Staff to perform. 	July 2017
<ul style="list-style-type: none"> Port provides informational presentation to District’s Accessibility Advisory Committee to receive feedback on any concerns regarding Americans with Disabilities Act (ADA) requirements. 	August 2017
<ul style="list-style-type: none"> Port to present Power Your Drive Program commitment, the PYD Agreement, and Easement for approval by the District’s Board of Port Commissioners at a regularly scheduled public meeting. 	December 2017
<ul style="list-style-type: none"> If approved by District’s Board of Port Commissioners, Port to sign Easement and PYD Agreement. 	January 2018

- The Port agrees that SDG&E shall not design, order any equipment, or expend any funds until the Port signs the Easement and PYD Agreement.
- The provisions of this MOU are severable. If any portion of this MOU is held invalid by a court of competent jurisdiction, the remainder of the MOU shall remain in full force and effect unless amended or modified by mutual consent of the parties.
- This MOU constitutes the entire agreement of the parties with respect to the subject matter. All modifications, amendments, or waivers of the terms of this MOU must be in writing and signed by the appropriate representatives of the parties.

IN WITNESS WHEREOF, this MOU is executed by the Parties.

SDG&E

San Diego Gas and Electric Company

By: _____

Name: _____

Title: _____

PORT

San Diego Unified Port District

By: R. Coniglio

Name: Randa Coniglio

Title: President / CEO

Approved as to form and legality:
GENERAL COUNSEL



By: Assistant/Deputy