Attachment D

U.S. ENVIRONMENTAL PROTECTION AGENCY

Grant Agreement

GRANT NUMBER (FAIN): 02J92701 **MODIFICATION NUMBER:** 0 **PROGRAM CODE:** 5Y	**DATE OF AWARD** 12/18/2024
TYPE OF ACTION New	**MAILING DATE** 12/23/2024
PAYMENT METHOD: ASAP	**ACH#** X0757

RECIPIENT TYPE:
Special District

Send Payment Request to:
Contact EPA RTPFC at: rtpfc-grants@epa.gov

RECIPIENT:
THE NORTHWEST SEAPORT ALLIANCE
P.O. Box 2985
Tacoma, WA 98401-2985
EIN: 47-4921178

PAYEE:
THE NORTHWEST SEAPORT ALLIANCE
One Sitcum Plaza
Tacoma, WA 98421-3000

PROJECT MANAGER	EPA PROJECT OFFICER	EPA GRANT SPECIALIST
Steve Nicholas One Sitcum Plaza Tacoma, WA 98421-3000 **Email:** snicholas@nwseaportalliance.com **Phone:** 253-888-4713	Elizabeth Carper 1200 6th Ave., Suite 155 Seattle, WA 98101 **Email:** Carper.Beth@epa.gov **Phone:** 206-553-1906	David Herrick 1200 6th Ave., Suite 155 Seattle, WA 98101 **Email:** herrick.david@epa.gov **Phone:** 206-553-2579

PROJECT TITLE AND DESCRIPTION

NWSA Zero Emission Shipping Terminal (ZEST) Plan

See Attachment 1 for project description.

BUDGET PERIOD	PROJECT PERIOD	TOTAL BUDGET PERIOD COST	TOTAL PROJECT PERIOD COST
01/01/2025 - 12/31/2027	01/01/2025 - 12/31/2027	$ 3,000,000.00	$ 3,000,000.00

NOTICE OF AWARD

Based on your Application dated 05/28/2024 including all modifications and amendments, the United States acting by and through the US Environmental Protection Agency (EPA) hereby awards $ 3,000,000.00. EPA agrees to cost-share 100.00% of all approved budget period costs incurred, up to and not exceeding total federal funding of $ 3,000,000.00. Recipient's signature is not required on this agreement. The recipient demonstrates its commitment to carry out this award by either: 1) drawing down funds within 21 days after the EPA award or amendment mailing date; or 2) not filing a notice of disagreement with the award terms and conditions within 21 days after the EPA award or amendment mailing date. If the recipient disagrees with the terms and conditions specified in this award, the authorized representative of the recipient must furnish a notice of disagreement to the EPA Award Official within 21 days after the EPA award or amendment mailing date. In case of disagreement, and until the disagreement is resolved, the recipient should not draw down on the funds provided by this award/amendment, and any costs incurred by the recipient are at its own risk. This agreement is subject to applicable EPA regulatory and statutory provisions, all terms and conditions of this agreement and any attachments.

ISSUING OFFICE (GRANTS MANAGEMENT OFFICE)	AWARD APPROVAL OFFICE
ORGANIZATION / ADDRESS	**ORGANIZATION / ADDRESS**
U.S. EPA, Region 10, EPA Region 10 Mail Code: 17-C04, 1200 Sixth Avenue, Suite 155 Seattle, WA 98101	U.S. EPA, Region 10, ARD R10 - Region 10 1200 6th Ave., Suite 155 Seattle, WA 98101

THE UNITED STATES OF AMERICA BY THE U.S. ENVIRONMENTAL PROTECTION AGENCY

Digital signature applied by EPA Award Official Andrea Manion - Grants Management Officer	**DATE** 12/18/2024

EPA Funding Information

FUNDS	FORMER AWARD	THIS ACTION	AMENDED TOTAL
EPA Amount This Action	$ 0	$ 3,000,000	$ 3,000,000
EPA In-Kind Amount	$ 0	$ 0	$ 0
Unexpended Prior Year Balance	$ 0	$ 0	$ 0
Other Federal Funds	$ 0	$ 0	$ 0
Recipient Contribution	$ 0	$ 0	$ 0
State Contribution	$ 0	$ 0	$ 0
Local Contribution	$ 0	$ 0	$ 0
Other Contribution	$ 0	$ 0	$ 0
Allowable Project Cost	$ 0	$ 3,000,000	$ 3,000,000

Assistance Program (CFDA)	Statutory Authority	Regulatory Authority
66.051 - Clean Ports Program	Inflation Reduction Act: Sec. 60102 Clean Air Act: Sec. 133	2 CFR 200, 2 CFR 1500 and 40 CFR 33

Fiscal									
Site Name	Req No	FY	Approp. Code	Budget Organization	PRC	Object Class	Site/Project	Cost Organization	Obligation / Deobligation
-	2510IRG017	2227	E4SF6	10B4	000AVFXY3	4166	-	-	$ 3,000,000
									$ 3,000,000

Budget Summary Page

Table A - Object Class Category (Non-Construction)	Total Approved Allowable Budget Period Cost
1. Personnel	$ 176,740
2. Fringe Benefits	$ 80,593
3. Travel	$ 0
4. Equipment	$ 0
5. Supplies	$ 0
6. Contractual	$ 2,742,667
7. Construction	$ 0
8. Other	$ 0
9. Total Direct Charges	$ 3,000,000
10. Indirect Costs: 0.00 % Base	$ 0
11. Total (Share: Recipient 0.00 % Federal 100.00 %)	$ 3,000,000
12. Total Approved Assistance Amount	$ 3,000,000
13. Program Income	$ 0
14. Total EPA Amount Awarded This Action	$ 3,000,000
15. Total EPA Amount Awarded To Date	$ 3,000,000

Attachment 1 - Project Description

The purpose of this award is to provide funding under the Inflation Reduction Act to the Northwest Seaport Alliance.Specifically, the recipient will conduct emissions inventory and accounting exercises; analyze emissions-reduction strategies; engage with port stakeholders; and conduct resilience planning.

The activities include conducting a baseline emissions inventory and a terminal-specific feasibility analysis of zero-emission technology, as well as addressing workforce development and climate resilience needs for the Washington United Terminal and their East Blair One Terminal. And an engineering design plan for shore power at the Washington United Terminal.

The anticipated deliverables include developing an inventory of current terminal equipment and infrastructure, conducting an emissions inventory of current operations and future emission scenario forecasting, developing a terminal masterplan for the transition of 169 pieces of CHE and light-duty vehicles to zero-emissions, identify infrastructure needs to support charging infrastructure for zero emission equipment, determine demand for shore power at Eb-1 terminal, and develop an engineering design for shore power at WUT terminal including workforce development and safety and resilience considerations in developing plans for zero-emissions transition.

The expected outcomes include improved understanding of equipment and infrastructure conditions at the port; identification of opportunities for emissions reductions measures; increased support for fleet replacement activities; increased resiliency measures and workforce training; and improved understanding of the scope, budget, finalized shore power engineering design, and planning for the implementation of future projects.

The intended beneficiaries include the Northwest Seaport Alliance (grantee), their partners including the Port of Tacoma, Wallenius Wilhelmsen (WWL), Ports America, Hyundai Merchant Marine (HMM), Tacoma Power, and near-port community residents that are impacted by the port. No subawards are included in this assistance agreement.

Administrative Conditions

NATIONAL ADMINISTRATIVE TERMS AND CONDITIONS

GENERAL TERMS AND CONDITIONS

The recipient agrees to comply with the current EPA general terms and conditions available at: https://www.epa.gov/system/files/documents/2024-10/fy_2025_epa_general_terms_and_conditions_effective_october_1_2024_or_later.pdf

These terms and conditions are in addition to the assurances and certifications made as a part of the award and the terms, conditions, or restrictions cited throughout the award.

The EPA repository for the general terms and conditions by year can be found at: https://www.epa.gov/grants/grant-terms-and-conditions.

A. CORRESPONDENCE

Federal Financial Reports (SF-425): rtpfc-grants@epa.gov

MBE/WBE reports (EPA Form 5700-52A): R10grants@epa.gov

All other forms/certifications/assurances, Indirect Cost Rate Agreements, updates to recipient information (including email addresses, changes in contact information or changes in authorized representatives) and other notifications: R10grants@epa.gov

Requests for Extensions of the Budget and Project Period, Quality Assurance documents, workplan revisions, equipment lists, programmatic reports and deliverables, Amendment Requests, Requests for other Prior Approvals: carper.beth@epa.gov

Administrative questions and issues: herrick.david@epa.gov

B. INTERGOVERNMENTAL REVIEW PERIOD

In accordance with 40 CFR Part 29, EPA must allow for an intergovernmental review comment period on this grant program for grants that include construction or land use planning. Accordingly, the recipient may incur costs at its own risk but shall not draw down any funds for construction or land use planning until the intergovernmental review process is completed. This process includes successful resolution of any issues identified during the comment period. The term “land use planning” is defined in the EPA Financial Assistance Programs Subject to Executive Order 12372 and Section 204 of the Demonstration Cities and Metropolitan Development Act and Section 401 of the Intergovernmental Cooperation Act in RAIN-2021-G02 and construction is defined at 40 CFR 33.103.

The recipient must provide evidence of submission of the project for intergovernmental review; the evidence should clearly indicate the date of submission. This evidence of submission must be sent by email to the EPA Grants Specialist with a courtesy copy to the Project Officer. The comment period will end 60 days from the aforementioned submission.

Programmatic Conditions

Grant Programmatic Terms and Conditions

A. Final Approved Workplan and Modifications

1. Recipient agrees to carry out the project in accordance with the final approved workplan.

2. Recipients are required to report deviations from budget or project scope or objective, and must request prior written approval from EPA:

a. for any change in the scope or objective of the project or program (even if there is no associated budget revision requiring prior written approval);

b. any change in key personnel (including employees and contractors) that are identified by name or position in the Federal award specified in the application or workplan;

c. the disengagement from the project for more than three months, or a 25% reduction in time and effort devoted to the Federal award over the course of the period of performance, by the approved project director or project manager;

d. the inclusion of costs that require prior approval in accordance with 2 CFR Part 200 Subpart E—Cost Principles or 48 CFR part 31, “Contract Cost Principles and Procedures,” as applicable;

e. the transfer of funds budgeted for participant support costs to other budget categories as defined in 2 CFR Section 200.1 Definitions to other categories of expense;

f. unless described in the final approved workplan and budget, the subawarding, transferring or contracting out of any work under the award;

g. for changes in the total approved cost-sharing by the recipient; or

h. the need arises for additional Federal funds to complete the project.

Requests for modifications to the approved workplan or budget, including additions, deletions, or changes in the schedule, must be submitted in a timely manner to the EPA Project Officer for approval, to minimize project delays. Depending on the type or scope of changes, a formal amendment to the award may be necessary. Major project modifications which include changes to the approved types and number of partners and equipment, or to the approved project partners and location(s) may not be allowed.

B. Performance Reporting and Final Performance Report

B1. Performance Reports – Content

In accordance with 2 CFR 200.329, the recipient agrees to complete and submit electronic performance reports using reporting template(s), including the approved Clean Ports Project Reporting Template (EPA Form Number: 5900-690 or future revisions, as applicable), which will be provided by the project officer. The purpose of semi-annual performance reports is to provide updates on implementation of each

project, including brief information on each of the following areas:

1. A comparison of accomplishments to the outputs/outcomes established in the assistance agreement work plan for the reporting period;

2. The reasons why any established outputs/outcomes were not met;

3. Additional information, analysis and explanation of cost overruns or higher-than-expected unit costs.

Additionally, the recipient agrees to notify the EPA when a significant development occurs that could impact the award. Significant developments include events that enable meeting milestones and objectives sooner or at less cost than anticipated or that produce different beneficial results than originally planned. Significant developments also include problems, delays, or adverse conditions which will impact the ability to meet the milestones or objectives of the award, including outputs/outcomes specified in the assistance agreement work plan. If the significant developments negatively impact the award, the recipient must include information on their plan for corrective action and any assistance needed to resolve the situation.

The final project report will include all categories of information required for semi-annual reporting, including a final description of all climate and air quality planning activities completed for each port, and how the documents were shared publicly. The final project report will also include a narrative summary of the project, the successes and lessons learned for the entire project.

B2. Performance Reports - Frequency

Throughout the 3-year performance period of the grant, the recipient agrees to submit **semi-annual** performance reports electronically to the EPA Project Officer by the due date following the conclusion of each semi-annual reporting period. The reporting periods are:

January 1 – June 30: Report due date July 30.

July 1 – December 31: Report due date January 30.

The recipient must submit the final performance report no later than 120 calendar days after the end date of the period of performance. Per the reporting form guidance, additional reporting may be required if the grant is extended or at the discretion of the EPA Project Officer.

C. Cybersecurity Condition

Cybersecurity Grant Condition for Other Recipients, Including Intertribal Consortia

1. The recipient agrees that when collecting and managing environmental data under this assistance agreement, it will protect the data by following all applicable State or Tribal law cybersecurity requirements.

2.a. The EPA must ensure that any connections between the recipient's network or information system and EPA networks used by the recipient to transfer data under this agreement, are secure. For purposes of this Section, a connection is defined as a dedicated persistent interface between an Agency IT system and an external IT system for the purpose of transferring information. Transitory, user-controlled

connections such as website browsing are excluded from this definition.

If the recipient's connections as defined above do not go through the Environmental Information Exchange Network or the EPA's Central Data Exchange, the recipient agrees to contact the EPA Project Officer (PO) no later than 90 days after the date of this award and work with the designated Regional/Headquarters Information Security Officer to ensure that the connections meet the EPA security requirements, including entering into Interconnection Service Agreements as appropriate. This condition does not apply to manual entry of data by the recipient into systems operated and used by the EPA's regulatory programs for the submission of reporting and/or compliance data.

b. The recipient agrees that any subawards it makes under this agreement will require the subrecipient to comply with the requirements in 2.a if the subrecipient's network or information system is connected to EPA networks to transfer data to the Agency using systems other than the Environmental Information Exchange Network or the EPA's Central Data Exchange. The recipient will be in compliance with this condition: by including this requirement in subaward agreements; and during subrecipient monitoring deemed necessary by the recipient under 2 CFR 200.332(e), by inquiring whether the subrecipient has contacted the EPA Project Officer. Nothing in this condition requires the recipient to contact the EPA Project Officer on behalf of a subrecipient or to be involved in the negotiation of an Interconnection Service Agreement between the subrecipient and the EPA.

D. Procurement Procedures

As provided in 2 CFR 200.317, with limited exceptions, states and Indian Tribes must follow the same policies and procedures they follow for procurements financed with non-Federal funds. If such policies and procedures do not exist, States and Indian Tribes must follow the procurement standards in §§ 200.318 through 200.327. In addition to its own policies and procedures, a State or Indian Tribe must also comply with the following procurement standards: §§ 200.321, 200.322, 200.323, and 200.327. All other recipients and subrecipients, including subrecipients of a State or Indian Tribe, must follow the procurement standards in §§ 200.318 through 200.327.

The recipient must follow applicable procurement procedures. The EPA will not be a party to these transactions. If EPA funds will be used to purchase goods or services, recipient agrees to compete the contracts for those goods and services and conduct cost and price analyses to the extent required by the fair and open competition for procurement provisions of 2 CFR 200.318 through 2 CFR 200.327. Approval of a funding application does not relieve recipients of their obligations to compete service contracts and conduct cost and price analyses.

E. Project Transparency

The recipient agrees to engage with near-port communities about the project during the performance period and provide documentation that a detailed written summary of the results of the project (e.g., emissions inventory, emissions reduction targets or other planning activities) have been made available to the public, such as via a webpage, for all activities included in the final workplan. Examples of appropriate community engagement during the project period are outlined on pg. 34 of the Notice of Funding Opportunity. Community engagement activities conducted as part of the final approved workplan should be reported in performance reporting described in Programmatic Term and Condition B (Performance Reporting and Final Performance Report).

F. Program Audit

In addition to audit requirements listed in the EPA General Terms and Conditions which relate to audits and access to records, the recipient agrees to comply with random EPA reviews of the recipient to protect against waste, fraud, and abuse. As part of this process, the EPA, or its authorized representatives, may request copies of grant documents from prior recipients who have received grants, or may request documentation from current recipients and subrecipients, to verify statements made on the application and reporting documents. Recipients may be selected for advanced monitoring, including a potential site visit to confirm project details. Recipients are expected to comply with site visit requests and recordkeeping requirements and must supply the EPA with any requested documents for as long as the records are retained, or risk cancellation of an active grant application or other enforcement action.

G. Record Retention

As required by 2 CFR 200.334-338, the recipient must keep all financial records, supporting documents, accounting books and other evidence of Grant Program activities for three years from the date of submission of the final financial report. If any litigation, claim, or audit is started before the expiration of the three-year period, the recipient must maintain all appropriate records until these actions are completed and all issues resolved.

H. Public or Media Events

The recipient agrees to notify the EPA Project Officer listed in this award document of public or media events publicizing the accomplishment of significant events related to construction projects as a result of this agreement and provide the opportunity for attendance and participation by federal representatives with at least ten (10) working days' notice.

I. Emissions Inventories

Emissions inventories must follow the EPA's Port Emissions Inventory Guidance. This guidance may be found at: https://www.epa.gov/ports-initiative/port-and-goods-movement-emission-inventories.

J. Quality Assurance

Authority: Quality Assurance applies to all assistance agreements involving environmentally related data operations, including environmental data collection, production, or use as defined in 2 CFR. 1500.12 Quality Assurance.

The recipient shall ensure that subawards involving environmental information that are issued under this agreement include appropriate quality requirements for the work. The recipient shall ensure sub-award recipients develop and implement a Quality Assurance (QA) planning document[s] in accordance with this term and condition; and/or ensure sub-award recipients implement all applicable approved QA planning documents.

1. Quality Management Plan (QMP)

a. Prior to beginning environmental information operations, the recipient must:

i. Develop a QMP. **This requirement can also be satisfied by integrating QMP elements into the QAPP developed under subsection 2.**

ii. Prepare the QMP in accordance with the current version of EPA's Quality Management Plan (QMP) Standard. Submit the document for EPA review, and

iii. Obtain EPA Quality Assurance Manager or designee (hereafter referred to as QAM) approval.

b. The recipient must submit the QMP 30 days before beginning environmental information operations and no more than 180 days after grant award.

c. The recipient must review their approved QMP at least annually. These documented reviews shall be made available to the sponsoring EPA organization if requested. When necessary, the recipient shall revise its QMP to incorporate minor changes and notify the EPA PO and QAM of the changes. If significant changes have been made to the Quality Program that affect the performance of environmental information operations, it may be necessary to re-submit the entire QMP for re-approval. In general, a copy of any QMP revision(s) made during the year should be submitted to the EPA PO and QAM in writing when such changes occur. Conditions requiring the revision and resubmittal of an approved QMP can be found in section 6 of EPA's Quality Management Plan (QMP) Standard.

2. Quality Assurance Project Plan (QAPP)

a. Prior to beginning environmental information operations, the recipient must:

i. Develop a QAPP,

ii. Prepare QAPP in accordance with the current version of EPA's Quality Assurance Project Plan (QAPP) Standard,

iii. Submit the document for EPA review, and

iv. Obtain EPA Quality Assurance Manager or designee (hereafter referred to as QAM) approval.

b. The recipient must submit the QAPP 30 days before beginning environmental information operations and no more than 180 days after grant award.

c. The recipient shall notify the PO and QAM when substantive changes are needed to the QAPP. EPA may require the QAPP be updated and re-submitted for approval.

d. The recipient must review their approved QAPP at least annually. The results of the QAPP review and any revisions must be submitted to the PO and the QAM at least annually and may also be submitted when changes occur.

For Reference:

• Quality Management Plan (QMP) Standard and EPA's Quality Assurance Project Plan (QAPP) Standard; contain quality specifications for the EPA and non-EPA organizations and definitions applicable to these terms and conditions.

• EPA QA/G-5: *Guidance for Quality Assurance Project Plans*: https://www.epa.gov/sites/default/files/2015-06/documents/g5-final.pdf

• The EPA's Quality Program website has a list of QA managers, and specifications for EPA and Non-EPA Organizations.

• The Office of Grants and Debarment Implementation of Quality Assurance Requirements for Organizations Receiving EPA Financial Assistance.

K. Use of Logos

If the EPA logo is appearing along with logos from other participating entities on websites, outreach materials, or reports, the EPA logo must **not** be prominently displayed in a way that may imply that any of the recipient or subrecipient's activities are being conducted by the EPA. Instead, the EPA logo should be accompanied with a statement indicating that the Northwest Seaport Alliance received financial support from the EPA under an Assistance Agreement. More information is available at: https://www.epa.gov/stylebook/using-epa-seal-and-logo#policy

L. Automated Standard Application Payments (ASAP) and Proper Payment Draw Down

The recipient is subject to the Automated Standard Application Payments (ASAP) and Proper Payment Draw Down General Term and Condition. See the "Financial Information" section of the General Terms and Conditions.

The recipient is required to notify the EPA Project Officer of draws from ASAP in excess of 50% of the award within a 24-hour period. The recipient is required to provide such notification within 3 business days of the draw amount being surpassed.

The recipient is subject to the Management Fees General Term and Condition, which includes the following requirements that prohibit profit on the part of the grantee:

1. Management fees or similar charges in excess of the direct costs and approved indirect rates are not allowable.

2. Management fees or similar charges may not be used to improve or expand the project funded under this agreement, except to the extent authorized as a direct cost of carrying out the scope of work. See the "Selected Items of Cost" section of the General Terms and Conditions.

M. Ineligible Project Costs

The recipient must not include the following activities or costs in the project:

1. Activities that are not focused on one or more ports. For purposes of this assistance program, a port is either a water port or a dry port, as defined below:

a. Water port: places on land alongside navigable water (e.g., oceans, rivers, or lakes) with one or more facilities in close proximity for the loading and unloading of passengers or cargo from ships, ferries, and other commercial vessels. This includes facilities that support non-commercial Tribal fishing operations.

b. Dry port: an intermodal truck-rail facility that is included in the 2024 Federal Highway Administration's (FHWA) Intermodal Connector Database based on meeting the criteria set in 23 CFR 470. These criteria include having more than 50,000 TEUs (20-foot equivalent units) per year or other units measured that

would convert to more than 100 trucks per day, or comprising more than 20 percent of freight volumes handled by any mode within a State.

2. Planning exercises related to emissions or emissions reductions where vehicles, vessels, and other mobile source port equipment are not included.

3. Development of an EJ mapping tool (applicants should instead rely on existing tools) Revised April 10, 2024

4. Vulnerability assessments not related to impacts from extreme weather and other climate-related events and conditions

5. Resiliency measure implementation (construction, equipment, purchase, information systems, etc.)

6. Emissions reduction strategy implementation (e.g., the purchase of ZE mobile source equipment, which is eligible for funding under Funding Opportunity Number EPA-R-OAR-CPP-24-04).

7. As proscribed in Section 825 of the National Defense Authorization Act, the EPA may not award funds to an entity that uses in part or in whole: the national transportation logistics public information platform (commonly referred to as 'LOGINK'); any national transportation logistics information platform provided by or sponsored by the People's Republic of China, or a controlled commercial entity; or a similar system provided by Chinese state-affiliated entities.

N. Competency Policy

Competency of Organizations Generating Environmental Measurement Data

In accordance with Agency Policy Directive Number FEM-2012-02, Policy to Assure the Competency of Organizations Generating Environmental Measurement Data under Agency-Funded Assistance Agreements,

Recipient agrees, by entering into this agreement, that it has demonstrated competency prior to award, or alternatively, where a pre-award demonstration of competency is not practicable, Recipient agrees to demonstrate competency prior to carrying out any activities under the award involving the generation or use of environmental data. Recipient shall maintain competency for the duration of the project period of this agreement and this will be documented during the annual reporting process. A copy of this policy is available online at https://www.epa.gov/sites/production/files/2015-03/documents/competency-policy-aaia-new.pdf or a copy may also be requested by contacting the EPA Project Officer for this award.

END OF DOCUMENT