

**EXHIBIT B**

FIRST AMENDMENT  
TO THE AGREEMENT BETWEEN  
THE CITY OF NEW YORK AND NEW YORK POWER AUTHORITY

THIS AMENDMENT dated this      day of                      , 2015 by and between the City of New York (the "City") acting by the Department of Citywide Administrative Services ("DCAS"), located at One Centre Street, 17th Floor, New York, New York 10007, and the New York Power Authority ("NYPA") with its office located at 123 Main Street, White Plains, NY 10601.

WITNESSETH:

WHEREAS, on or about January 31, 2011 the City and NYPA entered into an agreement concerning the payment of the cost of the electrical power consumed by two named cruise ships when berthed at the Brooklyn Cruise Terminal (the "BCT") ("Agreement"); and

WHEREAS, the City and NYPA wish to further define its collaboration to establish shore power capability at the BCT; and

WHEREAS, pursuant to that certain New York Cruise Terminals Usage Agreement dated as of June 25, 2004 between the New York City Economic Development Corporation ("NYCEDC") and Carnival Corporation (as amended by that certain Amendment to New York Cruise Terminals Usage Agreement dated as of June 19, 2006 between NYCEDC and Carnival Corporation), Carnival plc, trading as Cunard Line ("Cunard") and Princess Cruise Lines, Ltd., ("Princess" and together with Cunard, the "Carnival Lines"), are two cruise lines that, directly or indirectly, are subsidiaries of the Carnival Corporation, and each of which continue to have the right to berth cruise ships at the BCT, subject to the terms set forth in such agreement; and

WHEREAS, the Port Authority of New York and New Jersey expects to complete construction of shore power infrastructure at the BCT by fall 2015; and

WHEREAS, pursuant to a certain agreement dated as of February 14, 2011 entered into by NYCEDC and the Carnival Lines (the "Carnival Shore Power Agreement"), the Carnival Lines (and additional Carnival Corporation Lines upon approval by NYCEDC) (collectively with the Carnival Lines the "Carnival Corporation Lines") will, following the completion of construction of the shore power infrastructure at the BCT, cause certain of their respective cruise ships to employ the shore power infrastructure when such cruise ships are berthed at the BCT; and

WHEREAS, the Carnival Corporation Lines, as applicable, shall pay NYCEDC or its designee a fixed rate of \$0.12 per Kilowatt hour (the "Carnival Rate") for electric supply under the NYPA Service Tariff or any successor tariff; and

WHEREAS, currently there are no scheduled calls at the BCT through the end of 2017 for vessels with shore power capability outside of Carnival Corporation Lines (Non-Carnival Line"); and

WHEREAS, in the event that any Non-Carnival Line vessels schedule calls at the BCT prior to the end of 2017 and seek to employ shore power, NYCEDC will seek to enter into a shore power agreement with such Non-Carnival Line, so that upon the execution of any such agreement such vessels may employ shore power at the BCT ("Non-Carnival Shore Power Vessels"); and

WHEREAS, in furtherance of the shared goal of establishing shore power capability at the BCT, the City and NYPA are each willing to be responsible, over the period ending December 31, 2017, for an equal portion of the difference between the Carnival Rate and the cost of NYPA-supplied electricity providing shore power to the certain Carnival Corporation Lines cruise ships and Non-Carnival Shore Power Vessels as applicable; and

WHEREAS, NYCEDC and the Carnival Lines agreed, pursuant to the Carnival Shore Power Agreement, that the Carnival Rate was to apply no earlier than January 1, 2013.

NOW, THEREFORE, the City and NYPA agree as follows:

A. All capitalized words and expressions shall have the meaning ascribed to them in the Agreement, unless otherwise defined herein.

B. Paragraph 1 of the Agreement is deleted in its entirety and replaced with the following:

1. "From the date of the first use of the shore power infrastructure at the BCT by any Carnival Corporation Lines cruise ships or Non-Carnival Shore Power Vessels, as applicable, on or after January 1, 2013, until the termination of this Agreement on December 31, 2017, NYPA and the City will each cover half of the difference between the cost of the electrical power consumed by those ships when berthed at the BCT and drawing shore power (i) at the Carnival Rate and (ii) at the then applicable NYPA tariff rate, not to exceed a total of forty (40) calls per calendar year by the Carnival Corporation Lines cruise ships or Non-Carnival Shore Power Vessels, as applicable, or four hundred (400) hours per calendar year of use by the Carnival Corporation Lines cruise ships or Non-Carnival Shore Power Vessels, as applicable, whichever first occurs. A list of the current scheduled calls at the BCT through the end of 2015 of Carnival Corporation Lines cruise ships that have shore power capability is

listed on Exhibit A hereto. If the limits described in (ii) are exceeded by Carnival Corporation Lines and Non-Carnival Shore Power Vessels, cumulatively, applicable standard electric rates for electric supply under NYPA Service Tariff 100 or any successor tariff shall be applied. Upon NYPA's request, the City shall provide to NYPA the information necessary to track the limits identified in this Paragraph 1 related to usage of shore power at the BCT by Carnival Corporation Lines cruise ships or Non-Carnival Shore Power Vessels."

C. Except as modified herein, all other covenants, terms and conditions of the Agreement will remain unchanged and continue in full force and effect.

NEW YORK POWER AUTHORITY

By: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

CITY OF NEW YORK  
Department of Citywide Administrative Services

By: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Approved as to Form

\_\_\_\_\_  
Acting Corporation Counsel

## Exhibit A

### Shore Power Capable Carnival Corporation Lines Ships Current Scheduled Calls at the BCT

1/3/2015 Brooklyn Queen Mary 2  
5/10/2015 Brooklyn Queen Mary 2  
6/3/2015 Brooklyn Queen Mary 2  
6/21/2015 Brooklyn Queen Mary 2  
7/14/2015 Brooklyn Queen Mary 2  
7/30/2015 Brooklyn Queen Mary 2  
8/4/2015 Brooklyn Queen Mary 2  
8/19/2015 Brooklyn Queen Mary 2  
9/4/2015 Brooklyn Queen Mary 2  
9/21/2015 Brooklyn Caribbean Princess  
9/26/2015 Brooklyn Regal Princess  
9/27/2015 Brooklyn Queen Mary 2  
10/3/2015 Brooklyn Regal Princess  
10/10/2015 Brooklyn Regal Princess  
10/17/2015 Brooklyn Regal Princess  
10/24/2015 Brooklyn Regal  
10/28/2015 Brooklyn Caribbean Princess  
10/29/2015 Brooklyn Queen Mary 2  
11/12/2015 Brooklyn Queen Mary 2  
11/25/2015 Brooklyn Queen Mary 2  
12/22/2015 Brooklyn Queen Mary 2