

**SEVENTH AMENDMENT TO
PROFESSIONAL LEGAL SERVICES AGREEMENT NO. 2519
BETWEEN THE CITY OF LOS ANGELES, THE CITY OF LONG BEACH
AND
KAYE SCHOLER LLP**

THIS SEVENTH AMENDMENT to Professional Legal Services Agreement No. 2519 ("Agreement No. 2519"), is made and entered into by and between the City of Los Angeles, a municipal corporation, ("City") acting through the Office of the Los Angeles City Attorney ("City Attorney") and its Los Angeles Board of Harbor Commissioners ("Board") and Kaye Scholer LLP ("Outside Counsel").

WITNESSETH

WHEREAS, City, together with the City of Long Beach, a municipal corporation, acting by through its Board of Harbor Commissioners ("Long Beach") and Outside Counsel entered into Agreement No. 2519, effective January 7, 2007, for professional legal services related to the Clean Air Action Plan which authorized maximum compensation of \$500,000 over a term of three (3) years (the "Agreement"); and

WHEREAS, the Agreement provides for amendments, and has been previously amended in order to provide legal services to both City and Long Beach for the Clean Air Action Plan; and

WHEREAS, the Agreement was amended by (i) a First Amendment dated as of August 10, 2007, which increased the maximum compensation by \$2,185,000 to \$2,685,000, (ii) a Second Amendment dated as of August 21, 2008, which increased the maximum compensation by \$1,998,662 to \$4,683,662; (iii) a Third Amendment dated as of February 19, 2009, which increased the maximum compensation by \$2,870,017 to \$7,553,679; (iv) a Fourth Amendment dated as of January 29, 2010, which extended the term to expire on January 3, 2011; (v) a Fifth Amendment dated as of December 17, 2010, which extended the term to expire on January 3, 2013 and terminated the participation of Long Beach in the Agreement; and (vi) a Sixth Amendment dated as of November 17, 2011, which increased the maximum compensation by \$200,000 to \$7,753,679;

WHEREAS, a Seventh Amendment is necessary and proper to continue or complete anticipated legal work and associated expenses authorized under the Agreement;

WHEREAS, City and Outside Counsel desire to increase the term by one year to January 3, 2014 and to increase the maximum compensation under the Agreement by \$288,000 to a total maximum compensation of \$8,041,679.

NOW, THEREFORE, City and Outside Counsel agree that the Agreement be amended effective upon the approval of this Seventh Amendment by the Los Angeles City Council, as follows:

AMENDMENT

1. Section II, Paragraph A, "GENERAL CONDITIONS – Period of Performance" is amended to read as follows:

"This Agreement shall begin on January 4, 2007 and shall continue until January 3, 2014, unless terminated earlier under the provisions of this Agreement."

2. The first two paragraphs of Section V, paragraph A, Appropriation of Funds, is amended to read as follows:

"The Los Angeles Board of Harbor Commissioners and the Long Beach Board of Harbor Commissioners have approved the maximum compensation under this Agreement in amount of Eight Million Forty One Thousand Six Hundred Seventy Nine Dollars (\$8,041,679).

The Los Angeles Board of Harbor Commissioners has appropriated Seven Million Seven Hundred Fifty Three Thousand Six Hundred Seventy Nine Dollars (\$7,753,679) for this Agreement through Fiscal Year 2011-2012 which ends on June 30, 2012.

2. Except as herein amended, all other terms and conditions shall remain in full force and effect.

3. This amendment is executed in five (5) duplicate originals, each of which is deemed to be an original. This amendment consists of three (3) pages.

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IN WITNESS THEREOF, the parties hereto have executed this Agreement on the date indicated.

KAYE SCHOLER LLP

Date: APRIL 20, 2012

By 
STEVEN S. ROSENTHAL, PARTNER

THE CITY OF LOS ANGELES,
a municipal corporation, by its
Board of Harbor Commissioners

Date: _____

By _____
Executive Director

Attest: _____
Board Secretary

THE CITY OF LOS ANGELES,
a municipal corporation

Date: _____

By _____
WILLIAM A. CARTER
Chief Deputy City Attorney

APPROVED AS TO FORM
_____, 2012
CARMEN A. TRUTANICH, City Attorney
Thomas A. Russell, General Counsel

By _____
JOY M. CROSE
Assistant General Counsel

Account#	54410	W.O. #	000
Ctr/Div#	120	Job Fac.#	000
Proj/Prog#	000		
Budget FY:		Amount:	
2007-2008		\$1,547,345	
2008-2009		\$3,852,598	
2009-2010		\$1,914,341	
2010-2011		\$ 215,384	
2011-2012		\$ 222,675	
TOTAL		\$7,753,679	

For Acct/Budget Div. Use
Only

Verified by: _____

Verified Funds Available: _____

Date Approved: _____