

FIRST AMENDMENT TO AGREEMENT NO. 2539
BETWEEN THE CITY OF LOS ANGELES AND
PORT LA DISTRIBUTION CENTER, LP AND
PORT LA DISTRIBUTION CENTER, II L.P.

THIS FIRST AMENDMENT to Agreement No. 2539 is made between the CITY OF LOS ANGELES, a municipal corporation (hereinafter called "City"), acting by and through its Board of Harbor Commissioners (hereafter called "Board"), and PORT LA DISTRIBUTION CENTER, L.P. and PORT LA DISTRIBUTION CENTER II, L.P. (hereafter collectively called "Developer").

WHEREAS, City and Developer wish to extend the Term of Agreement No. 2539 an additional five (5) years; and

WHEREAS, City and Developer also agree to delete and add new Sections and language to Agreement No. 2539;

NOW, THEREFORE, BE IT RESOLVED, that Agreement No. 2539 between the City of Los Angeles and PORT LA DISTRIBUTION CENTER, L.P. and PORT LA DISTRIBUTION CENTER, II L.P. be hereby amended as follows:

1. Section II. MARKETING OF ZONE SITE, the following language shall be added as the third paragraph:

"In conjunction with marketing the Zone Site, the Developer shall use commercially reasonable effort to provide to potential operators and users information about the PierPASS Program, to the extent such information is provided to Developer by City and/or The Board."

2. Section III. TERM AND RENEWAL, the initial term of this Agreement shall be extended an additional five (5) years beginning on July 1, 2012 and ending on May 31, 2017.

3. Section XIII. MINORITY, WOMEN AND OTHER BUSINESS ENTERPRISE (MBE/WBE/OBE) OUTREACH PROGRAM is deleted in its entirety and shall be replaced with the following:

"XIII. SMALL BUSINESS DEVELOPMENT PROGRAM

It is the policy of the Department to provide Small Business Enterprises (SBE) and Minority-Owned, Women-Owned and all Other Business Enterprises (MBE/WBE/OBE) an equal opportunity to participate in the performance of all City contracts in all areas where such contracts afford such participation opportunities. Developer shall assist the City in implementing this policy and shall use its best efforts to afford the opportunity for SBE's, MBEs, WBEs, and OBEs to achieve participation in subcontracts where such participation opportunities present themselves and attempt to ensure that all available business enterprises, including SBE's, MBEs, WBEs, and OBEs, have equal participation opportunity which might be presented under this Agreement."

4. Section XV shall now read as follows:

"XV. EQUAL BENEFITS POLICY

The Board of Harbor Commissioners of the City of Los Angeles adopted Resolution No. 6328 on January 12, 2005, agreeing to adopt the provisions of Los Angeles City Ordinance 172,908, as amended, relating to Equal Benefits (Section 10.8.2 et seq. of the Los Angeles Administrative Code) as a policy of the Harbor Department. Developer shall comply with the policy whenever applicable. Violation of the policy shall entitle the City to terminate any agreement with Developer and pursue any or all other legal remedies that may be available."

5. The following new Sections have been added to and shall be included as part of Agreement No. 2539:

"XVII. WILMINGTON TRUCK ROUTE

It is recognized by both parties that the Developer does not directly control the trucks serving the Zone Site. However, the Developer shall use commercially reasonable efforts to notify truck drivers, truck brokers and trucking companies serving the Zone Site that trucks serving FTZ warehouses and originating in the Port of Los Angeles that they must confine their route to the designated Wilmington Truck Route of Alameda Street and "B" Street; Figueroa Street from "B" Street to "C" Street; and Anaheim Street east of Alameda Street. A copy of the Wilmington Truck Route is attached as Exhibit C, which may be modified from time to time at the sole discretion of the Executive Director with written notice to Developer.

"XVIII. CONFLICT OF INTEREST

It is hereby understood and agreed that the parties to this Agreement have read and are aware of the provisions of Section 1090 et seq. and Section 87100 et seq. of the California Government Code relating to conflict of interest of public officers and employees, as well as the Los Angeles Municipal Code (LAMC) Municipal Ethics and Conflict of Interest provisions of Section 49.5.1 et seq. and the Conflict of Interest Codes of the City and Department. All parties hereto agree that they are unaware of any financial or economic interest of any public officer or employee of City relating to this Agreement. Notwithstanding any other provision of this Agreement, it is further understood and agreed that if such financial interest does exist at the inception of this Agreement, City may immediately terminate this Agreement by giving written notice thereof."

6. SECTION XVII. MISCELLANEOUS is re-numbered and is now SECTION XIX.

7. Section IX. NOTICES, Developer's notice address shall be changed to:

Port LA Distribution Center, L.P. and
Port LA Distribution Center II, L.P.
c/o BlackRock Realty Advisors, Inc.
4400 MacArthur Blvd., Suite 700
Newport Beach, CA 92660
Attention: Asset Management

With a copy to:

BlackRock Realty Advisors Inc.
400 Howard Street, Second Floor
San Francisco, CA 94105
Attention: Legal Department

Except as amended herein, all remaining terms and conditions of Agreement No. 2539 shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment to Agreement No. 2539 on the date to the left of their respective signatures.

Dated: _____, 2012

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

By _____
Executive Director

Attest _____
Board Secretary

PORT LA DISTRIBUTION CENTER, L.P.,
a California limited partnership

By: PORT LA LLC,
a Delaware limited liability company,
its general partner

By: BLACKROCK REALTY ADVISORS, INC.,
a Delaware corporation, its manager

Dated: May 4, 2012

By: _____

Name: MICHAEL J. KRIER
DIRECTOR

Title: _____

PORT LA DISTRIBUTION CENTER II, L.P.,
a California limited partnership

By: PORT LA LLC,
a Delaware limited liability company,
its general partner

By: BLACKROCK REALTY ADVISORS, INC.,
a Delaware corporation, its manager

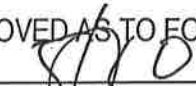
By:  _____

Name: MICHAEL J. KRIER
DIRECTOR

Title: _____

Dated: May 4, 2012

APPROVED AS TO FORM AND LEGALITY

 _____, 2012

CARMEN A. TRUTANICH, City Attorney

THOMAS A. RUSSELL, General Counsel

By:  _____
CHRISTOPHER B. BOBO, Assistant City Attorney

CBB:aeb

05/01/12

Attachments