

1 **ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY**

2 **JOINT GENERAL COUNSEL COMPENSATION**

3 **MEMORANDUM OF AGREEMENT**

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5 **THIS AGREEMENT** (this "Agreement") is made and entered
6 into as of August 11, 2006, by and among the **ALAMEDA**
7 **CORRIDOR TRANSPORTATION AUTHORITY** ("ACTA"), the **City of Los**
8 **Angeles**, acting by and through its Board of Harbor Commissioners
9 ("**Los Angeles**") and the **City of Long Beach**, acting by and through
10 its Board of Harbor Commissioners ("**Long Beach**") (collectively
11 "**CITIES**").

12 RECITALS

13 1. The Amended and Restated Joint Exercise of Powers
14 Agreement between the Cities, dated December 18, 1996, provides in
15 Section 4.E that General Counsel for ACTA shall be appointed from
16 the City Attorneys' Offices of the Cities.

17 2. Since approximately September 1, 2005, the two City
18 Attorneys' Offices have served as Joint General Counsel to ACTA.
19 The Harbor Departments of each of the Cities pay the respective
20 General Funds for services provided to the Harbor Departments and
21 ACTA by the City Attorney' Offices.

22 3. The parties wish to acknowledge, and to arrange for
23 compensation to the Harbor Departments, for Joint General Counsel
24 Services provided to ACTA.

25 JOINT GENERAL COUNSEL COMPENSATION

26 4. Effective September 1, 2005, ACTA shall pay to the
27 Harbor Department of Long Beach the sum of \$100,000 per annum and
28 to the Harbor Department of Los Angeles the sum of \$100,000 per

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1 annum. ACTA shall make an initial payment of \$100,000 to the
2 Harbor Department of Long Beach and an initial payment of \$100,000
3 to the Harbor Department of Los Angeles for the period
4 September 1, 2005 through August 31, 2006, on or about
5 July 1, 2006. Thereafter ACTA shall make equal quarterly payments
6 of \$25,000 to the Harbor Department of Long Beach and equal
7 quarterly payments of \$25,000 to the Harbor Department of Los
8 Angeles on or about every September 1, December 1, March 1 and
9 June 1.

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8/1, 2006

CITY OF LOS ANGELES, a
municipal corporation, acting
by and through its Board of
Harbor Commissioners

By: *Geraldine Kratz*
Executive Director

Approved as to form on
August 4, 2006

CITY OF LOS ANGELES:
ROCKARD J. DELGADILLO,
City Attorney

By: *RM*
Its: General Counsel Polk

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8.2, 2006

CITY OF LONG BEACH, a
municipal corporation, acting
by and through its Board of
Harbor Commissioners

By: *Richard D. Steinke*
Richard D. Steinke,
Executive Director
Long Beach Harbor Department

Approved as to form on
Dominic Holzhaus, 2006

CITY OF LONG BEACH:
ROBERT E. SHANNON,
City Attorney

By: DOMINIC HOLZHAUS
Its: PRINCIPAL DEPUTY

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8/11, 2006

ALAMEDA CORRIDOR TRANSPORTATION
AUTHORITY a joint powers
authority

By: [Signature]
Chief Executive Officer
"ACTA"

Approved as to form on
August 4, 2006

By: [Signature]
Its: co-general counsel

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