

FIRST AMENDMENT TO AGREEMENT NO. E6585
BETWEEN THE CITY OF LOS ANGELES
AND
EMPATHIA PACIFIC, INC.

Agreement No. E6585 between the CITY OF LOS ANGELES and EMPATHIA PACIFIC, INC. is hereby amended a first time as follows:

1. Section III is amended to read:

This Agreement shall be in full force and effect commencing from the date of execution and shall continue until the earlier of the following occurs:

1. Two (2) years from the date of execution of this Agreement by Executive Director;

or

2. The Board of Harbor Commissioners, in its sole discretion, terminates and cancels all or part of this Agreement for any reason upon giving to Consultant ten (10) days' notice in writing of its election to cancel and terminate this Agreement.

2. Section V.B is amended to read:

The maximum payable under this Agreement, including reimbursable expenses (see Exhibit B), shall be Eighty Thousand (\$80,000).

Except as amended herein, all remaining terms and conditions of Agreement No. E6585 shall remain in full force and effect.

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IN WITNESS WHEREOF, the parties have executed this First Amendment to Agreement No. E6585 on the date to the left of their signatures.

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

Dated: _____

By _____
Executive Director

Attest _____
Board Secretary

Dated: 5/1/12

EMPATHIA PACIFIC, INC.
By: Barbara Weir

Barbara Weir, CEO
(Print/type name and title)

Attest: Patti Ackermann
Patti Ackermann, CFO
(Print/type name and title)

APPROVED AS TO FORM
5-4, 2012
CARMEN A. TRUTANICH, City Attorney

By [Signature]
Simon Kann, Deputy

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|------------|-------|-----------|--|
| Account# | 51790 | W.O. # | |
| Ctr/Div# | 0530 | Job Fac.# | |
| Proj/Prog# | 000 | | |
| Budget FY: | | Amount: | |
| FY 2011/12 | | \$5,000 | |
| FY 2012/13 | | \$35,000 | |
| | | | |
| | | | |
| TOTAL | | \$40,000 | |

For Acct/Budget Div. Use Only

Verified by: [Signature]

Verified Funds Available: [Signature]

Date Approved: 5/03/2012