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**FIRST AMENDMENT TO MEMORANDUM OF AGREEMENT BETWEEN THE
ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY AND
THE CITY OF LOS ANGELES AND CITY OF LONG BEACH**

THIS FIRST AMENDMENT to Memorandum of Agreement is made and entered into by the **Alameda Corridor Transportation Authority ("ACTA")**, acting by and through its Governing Board, and the **City of Los Angeles**, acting by and through its Board of Harbor Commissioners ("Los Angeles") and the **City of Long Beach**, acting by and through its Board of Harbor Commissioners ("**Long Beach**") pursuant to authority granted by said Board at its meeting of April 10, 2008 (collectively, Los Angeles and Long Beach are "Cities").

WHEREAS, a Memorandum of Agreement between ACTA and the Cities was entered into commencing August 11, 2006 to arrange for compensation to the Harbor Departments, for Joint General Counsel Services provided to ACTA; and

WHEREAS, at its April 10, 2008 meeting, ACTA's Governing Board approved increasing the annual reimbursement for each of ACTA's Co-General Counsels from \$100,000 per year to \$125,000 per year beginning July 1, 2008.

NOW, THEREFORE, in consideration of the premises and the terms, covenants and conditions hereinafter provided, IT IS MUTUALLY AGREED AS FOLLOWS:

1. Section 4, Joint General Counsel Compensation is hereby opted and amended to increase the payment to the Harbor Department of Long Beach to \$125,000 per annum and the payment to the Harbor Department of Los Angeles to \$125,000 per annum beginning July 1, 2008. ACTA shall make equal quarterly payments of \$31,250 to the Harbor Department of Long Beach and equal quarterly payments of \$31,250 to the Harbor Department of Los Angeles on or about every September 1, December 1, March 1 and June 1.
2. Except as amended herein above at item 1, all remaining terms and conditions of the Memorandum of Agreement, remain in full force and effect, and otherwise unamended.

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By: C-NELSON

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment to Memorandum of Agreement as provided below:

8 MAY, 2009

3-10, 2009

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

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

By: [Signature]

By: [Signature]

Approved as to form on

Approved as to form on

March 18, 2009

3-6-, 2009

CITY OF LOS ANGELES:

CITY OF LONG BEACH:

ROCKARD J. DELGADILLO
City Attorney

ROBERT E. SHANNON
City Attorney

By: [Signature]

By: [Signature]

Its: General Counsel

Its: [Signature] Deputy City Attorney

ALAMEDA CORRIDOR TRANSPORTATION AUTHORITY, a joint powers authority

FEB 12, 2009

By: [Signature]
Chief Executive Officer

"ACTA"

Approved as to form on

2/27, 2009

By: [Signature]

Its: Co-General Counsel