

**FIRST AMENDMENT TO AGREEMENT NO. 09-2744
BETWEEN THE CITY OF LOS ANGELES AND
ENV AMERICA INCORPORATED**

THIS FIRST AMENDMENT to Agreement No. 09-2744 is made and entered into by and between the CITY OF LOS ANGELES, a municipal corporation ("City"), acting by and through its Board of Harbor Commissioners ("Board"), and ENV AMERICA INCORPORATED ("Consultant") as follows:

1. Section 4.2 is amended to read:

"4.2 The term of this Agreement shall not exceed six (6) years, commencing on the Agreement's effective date. This Agreement shall be in full force and effect until:

a. Engineer determines that Consultant has completed the Scope of Work and provides Consultant written notice thereof; or

b. Board, in its sole discretion, terminates this Agreement, which termination shall become effective five (5) calendar days following Executive Director's transmittal of written notice advising Consultant of such action by Board. Upon receipt of such written notice, Consultant shall cease the performance of the Scope of Work. Consultant shall be entitled to compensation only for services actually performed prior to such termination. Engineer, in his or her sole reasonable discretion, shall determine the amount of services actually performed and shall allocate a portion of the total compensation due Consultant accordingly. If Board so terminates this Agreement, Consultant shall deliver all drawings, specifications, plans, reports, studies, calculations, estimates, documents and other work product produced pursuant to this Agreement to City in an organized, usable form with all items properly labeled to the degree of detail specified by the Engineer. No compensation shall be due Consultant until it complies with the requirements of this paragraph; or

c. Six (6) years have elapsed from the effective date of the Agreement."

Except as amended herein, all remaining terms and conditions of Agreement No. 09-2744 shall remain in full force and effect.

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IN WITNESS THEREOF, the parties hereto have executed this First Amendment to Agreement No. 09-2744 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: 11/11/11

ENV AMERICA INCORPORATED

By: Jeffrey Weiss
Jeffrey Weiss, CFO
(Print/type name and title)

Attest: Georgia Tansler
Georgia Tansler - Controller
(Print/type name and title)

APPROVED AS TO FORM AND LEGALITY

November 29, 2011
CARMEN A. TRUTANICH, City Attorney
Thomas A. Russell, General Counsel

By Janet Karkanen
JANET KARKANEN, Deputy