

AMENDMENT NO. 1
TO LETTER OF AGREEMENT
BETWEEN CITY OF LOS ANGELES HARBOR DEPARTMENT AND
THE LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY

This Amendment No. 1 to Letter of Agreement (this "Amendment"), is dated as of November 1, 2012, by and between the City of Los Angeles Harbor Department ("Project Sponsor"), and the Los Angeles County Metropolitan Transportation Authority ("LACMTA").

RECITALS:

- A. Project Sponsor and LACMTA entered into that certain Letter of Agreement No. LOA.P00F3170, dated November 7, 2011, (the "Existing LOA"), which Existing LOA provides for the Port Truck Traffic Reduction Program: West Basin Rail Yard (the "Project"); and
- B. Whereas, as part of the 2009 Call for Projects, LACMTA has capped its contribution to major goods movement projects at 17% of the total project cost;
- C. Whereas, the Project is a major goods movement project selected in the 2009 Call for Projects;
- D. Whereas, LACMTA programmed \$8,584,700 to the Project in the 2009 Call for Projects under Call for Projects No. F3170 and was documented in the existing LOA.P00F3170;
- E. Whereas, the LACMTA Board on September 22, 2011 authorized an additional \$13,553,994 programmed in FY 2015-16 and FY 2016-17 to the Project through the 2011 Call for Projects under No. F5204;
- F. Whereas, the funds authorized through the 2011 Call for Projects were administratively advanced from FY 2015-16 and FY 2016-17 to FY 2012-13 and FY 2013-14;
- G. Whereas, even though the Project was assigned a new No. F5204 in the 2011 Call for Projects, it is the same project as No. F3170 in the 2009 Call for Projects;
- H. Whereas, LACMTA has combined Call for Projects Numbers F5204 and F3170 and programmed a total of \$22,138,694 to the Project, which is 16.35% of the total Project cost, which is currently \$135,357,710;
- I. Whereas, Project Sponsor should reference project No. F3170 in all

future correspondence related to both Projects No. F3170 and F5204;

J. Project Sponsor and LACMTA desire to amend the Existing LOA as provided herein.

AGREEMENT:

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereby agree as follows:

1. Part 1, Paragraph 2 of the Existing LOA is hereby amended in its entirety and replaced with the following: "Amount of Funds Programmed (the "Funds"): LACMTA Board of Directors' action of September 24, 2009, programmed \$8,584,700 and LACMTA Board of Directors' action of September 22, 2011 programmed \$13,553,994 (the "Funds") to Project Sponsor for the Project; The LACMTA funding plan reflects the programming of Funds over three years, Fiscal Years (FY) 2011-12, FY 2012-13, and FY 2013-14.

2. Part 2, Paragraph 6.1(ii) of the Existing LOA is hereby amended by deleting in its entirety and replacing it with the following: "obligating the Funds programmed under this LOA for allowable costs within 36 months from July 1 of the first Fiscal Year in which the Funds are programmed. All Funds programmed for FY 2011-12 are subject to lapse on June 30, 2014. All Funds programmed for FY 2012-13 are subject to lapse on June 30, 2015. All Funds programmed for FY 2013-14 are subject to lapse on June 30, 2016. Project Sponsor shall obligate and expend these Funds by the lapsing date."

3. Attachment A of the Existing LOA is hereby replaced by Attachment A-1, attached.

4. Attachment C of the Existing LOA is hereby replaced by Attachment C-1, attached.

5. Except as expressly amended hereby, the Existing LOA remains in full force and effect as originally executed. All rights and obligations of the parties under the Existing LOA that are not expressly amended by this Amendment shall remain unchanged.

FTIP#: LAF3170

CFP# F3170/F5204
AMENDMENT NO. 1
LOA.P00F3170

IN WITNESS WHEREOF, the parties have caused this Amendment No. 1 to be duly executed and delivered as of the above date.

LOS ANGELES COUNTY
METROPOLITAN TRANSPORTATION AUTHORITY

By: _____
Arthur T. Leahy
Chief Executive Officer

Date: _____

APPROVED AS TO FORM:

JOHN F. KRATTLI
County Counsel

By:  _____
Deputy

Date: 1/14/13

CITY OF LOS ANGELES HARBOR DEPARTMENT

By: _____
Geraldine Knatz
Executive Director

Date: _____

APPROVED AS TO FORM:

By:  _____
Carmen A. Trutanich
City Attorney

Date: JAN 28, 2013

ATTACHMENT C-1 SCOPE OF WORK

PROJECT LIMITS:

The project is located in the West Basin district of the Port of Los Angeles, and accessed via Alameda Street, which is the eastern boundary of the Wilmington community (Alameda Street/Harry Bridges Boulevard is also a federally designated National Highway System Intermodal Connector Route).

PROJECT DESCRIPTION:

The Port of Los Angeles is a major seaport serving as a gateway both to the Southern California region and the nation as a whole. The Port is considering relocating the Pier A railroad switching and classification yard to accommodate the proposed expansion the Berths 142-147 container terminal.

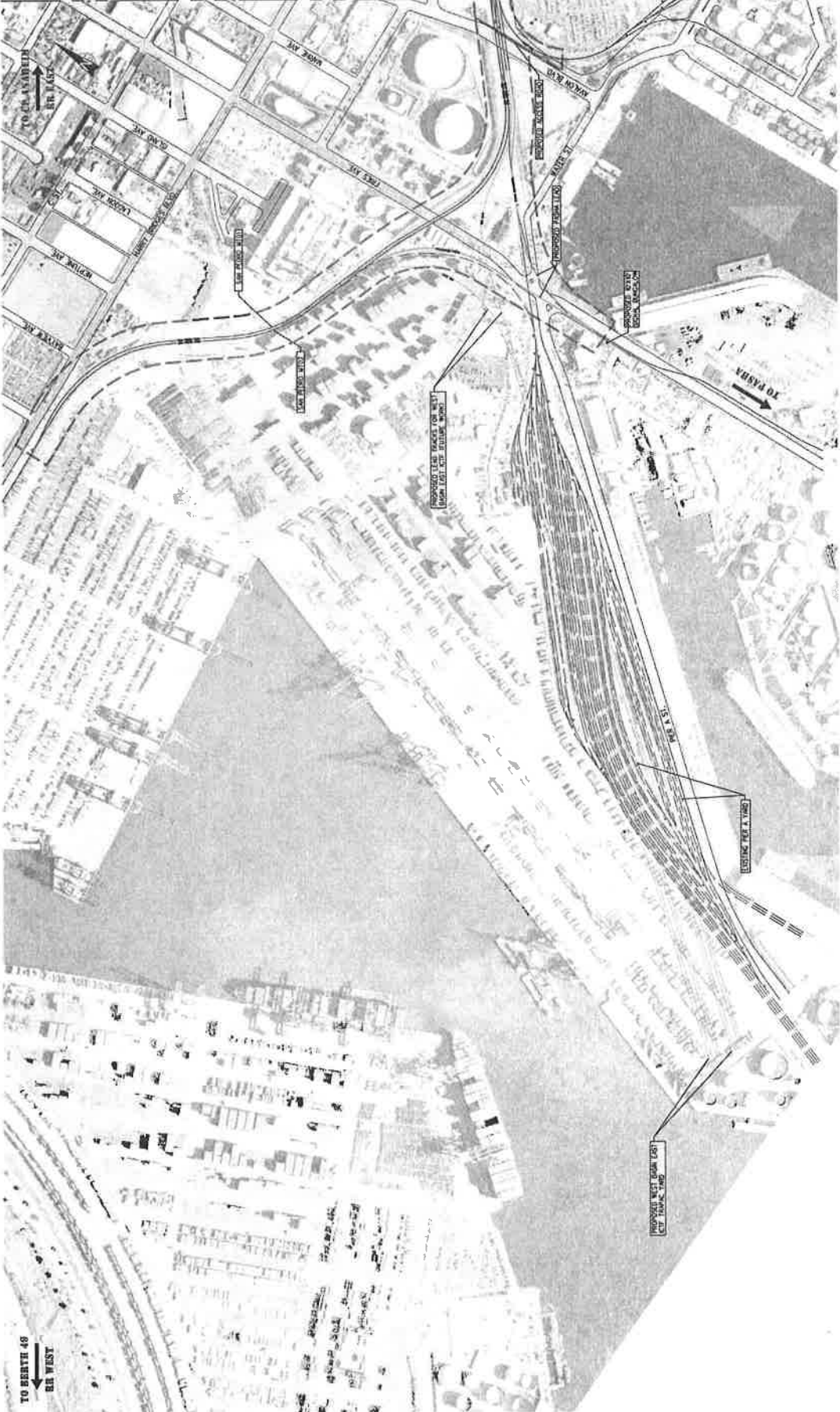
The existing Pier A Yard occupies approximately 30 acres of property adjacent to Berths 142-147 container terminal. Pacific Harbor Line (PHL) operates out of Pier A Yard and is currently under contract with the Port to maintain Port owned trackage, dispatch trains and provide rail service to Port customers. The Port is in negotiations with a prospective tenant for a proposed Berths 142-147 expanded container terminal area, which includes the Pier A Yard site. The rail switching / storage operations at Pier A Yard are therefore proposed to be relocated to a new area in the vicinity of Berth 200. This site is currently developed and operating as an auto storage support terminal to the north and active railroad mainline and storage yard tracks to the south. The auto storage yard is approximately 38 acres of open, paved area surrounded by security fencing.

This project will be built under 2 separate construction contracts (Phase 1 – Rail Yard, Phase 2 – Yard Track Connections) and will include the demolition of all existing improvements at the Pier A yard, site preparation and development of an intermodal railyard of similar utility to the existing Pier A Yard located approximately 1 mile to the southwest. The new West Basin (also known as Berth 200) railyard will be a critical link between the Port's container terminals and the Alameda Corridor, providing a staging and railcar storage area for trains entering from or departing to the Corridor. Once the West Basin railyard is constructed, the existing Pier A Yard will be demolished with land used for a proposed port terminal expansion project. The design for the demolition of the existing Pier A Yard is not a part of this scope of work. In addition to the construction of the West Basin railyard, mainline track improvements and new intermodal storage yard tracks supporting West Basin area on-dock ICTF's will also be included. Metro funding is for construction activities only.

PROJECT SCHEDULE:

PS&E:	April 2008 to January 2012
Bid / Award:	February 2012 to July 2012
Construction:	August 2012 to June 2014

MATCH LINE A-A
SEE SHEET RA-02



NO.	DATE	REVISION	BY	APP'D

PASHA TRACKS
 SAN PEDRO MAIN LINE
 WEST BASIN EAST TRACKS
 EXISTING TRACK TO RETIRE
 EXISTING TRACK TO REMAIN

- - - - - PHASE 1
 - - - - - PHASE 2

PROJECT: 1" = 200'
 DRAWN BY: K. C. GONZALES
 CHECKED BY: T. K. PATTERSON
 DATE: MARCH 3, 2011
 CITY OF SEABOARD
 SEABOARD
 HARBOR FACILITIES
 ENGINEERING DIVISION
 425 S. ALVAR STREET SEABOARD, TEXAS 75472-3000
 SHEET NUMBER: RA-01
 SHEET TOTAL: 10 OF 14



Port of Los Angeles

CONCEPTUAL COST ESTIMATE

PORT TRUCK TRAFFIC REDUCTION PROGRAM: WEST BASIN RAIL YARD

	Description	Costs
A	RAIL YARD IMPROVEMENTS	
	Removals / Earthwork	\$ 6,514,354
	Trackwork	\$ 24,563,552
	Internal Yard Roadways	\$ 2,064,875
	Signage / Striping	\$ 52,964
	Fencing	\$ 761,185
	Landscaping / Irrigation	\$ 2,829,479
	Concrete Walkways - Curb & Gutter	\$ 181,058
	Railroad Signaling	\$ 7,198,667
	Yard Electrical / Lighting	\$ 2,528,228
	Yard Office / Service Buildings	\$ 7,586,753
	Street / Rail Grade Crossing Improvements	\$ 8,651,410
B	TERMINAL ACCESS ROAD IMPROVEMENTS	
	Grading, Drainage Paving, Striping, Lighting	\$ 5,985,161
C	UTILITIES	
	Utility Relocation / New Site Utilities	\$ 16,411,688
D	ENVIRONMENTAL MITIGATION	
	Contaminated Soil & Ground Water Handling / Disposal	\$ 9,168,108
E	Construction Management Services	\$ 9,500,000
	SUBTOTAL	\$ 103,997,482
	Mobilization (5%)	\$ 5,199,874
	Subtotal	\$ 109,197,356
	Contingency (15%)	\$ 16,379,603
	TOTAL CONSTRUCTION COST	\$ 125,576,960
	DESIGN AND PS&E	\$ 9,780,750
	TOTAL PROJECT COST	\$ 135,357,710