

AMENDMENT NO. 1
MEMORANDUM OF UNDERSTANDING
BETWEEN
THE PORT OF LOS ANGELES
AND
THE LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY

This Amendment No. 1 to Memorandum of Understanding (this "Amendment"), is dated as of October 20, 2011, by and between the Port of Los Angeles ("Grantee"), and the Los Angeles County Metropolitan Transportation Authority ("LACMTA").

RECITALS:

- A. Grantee and LACMTA entered into that certain Memorandum of Understanding No. MOU.P00F1199, dated December 20, 2008, (the "Existing MOU"), which Existing MOU provides for the South Wilmington Grade Separation; and
- B. Whereas, LACMTA Board on August 4, 2011, desires to extend the lapsing date of Funds programmed for FY 2008-09 and FY 2009-10 to June 30, 2013; and
- C. Grantee and LACMTA desire to amend the Existing MOU 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 2, Paragraph 8.1(iv) of the Existing MOU is hereby amended by deleting it in its entirety and replacing it with the following: "Funds programmed for ALL Programmed years are subject to lapse on June 30, 2013. Grantee shall expend these Funds by the lapsing date."

2. Part 1, Paragraph 8 of Existing MOU is hereby amended to change LACMTA's project manager to Philbert Wong, Mail Stop ("99-22-6").

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

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

LACMTA:

LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY

By: _____
Arthur T. Leahy
Chief Executive Officer

Date: _____

Approved as to form:

Andrea Sheridan Ordin
County Counsel

By: _____
Deputy

Date: 11/4/11

GRANTEE:

PORT OF LOS ANGELES

By: _____
Geraldine Knatz
Executive Director

Date: _____

Approved as to form: *and legality*

By: _____
Carmen A. Trutanich
City Attorney
*Thomas A. Russell
General Counsel
By Simon Kann, Deputy*

Date: 12/6/11