

FIRST AMENDMENT TO AGREEMENT NO. 14-3276  
BETWEEN THE CITY OF LOS ANGELES AND  
ITERIS, INC.

THIS FIRST AMENDMENT to Agreement No. 14-3276 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 ITERIS, INC. ("Consultant") as follows:

1. Section 2.2(a) is amended to read:

"a. The Director of the Goods Movement Division of the City's Harbor Department ("Director") shall issue a written document in the form attached hereto as Exhibit "C" that has been signed by the Executive Director of the City's Harbor Department ("Executive Director") and that specifies, without limitation: the Task or Subtask to be performed; the specific services required in connection with such Task or Subtask; the deliverables required in the performance of such Task or Subtask; the schedule for the performance of such Task or Subtask; authorized personnel who may perform the Task or Subtask; authorized compensation for such Task or Subtask; and MBE/WBE/SBE/VSBE/DVBE/OBE utilization ("Directive"). Directives shall specifically identify any services that fall within the meaning of "design professional services" as defined by Section 2782.8 of the California Civil Code to which the indemnity obligation set forth at Section 9.2 of this Agreement shall apply. A Directive's failure to identify such "design professional services" shall bar application of Section 9.2 to that Directive."

2. Whenever the word "Engineer" appears in the following Agreement Sections it shall be amended to read "Director":

Section 2.2(b)  
Section 2.2(c)  
Section 2.3  
Section 2.4  
Section 2.7  
Section 2.8  
Section 2.11  
Section 2.12  
Section 2.13  
Section 3.1  
Section 3.4  
Section 4.2(a)  
Section 4.2(b)  
Section 15  
Section 16

Except as amended herein, all remaining terms and conditions of Agreement No. 14-3276 shall remain in full force and effect.

IN WITNESS THEREOF, the parties hereto have executed this First Amendment to Agreement No. 14-3276 on the date to the left of their signatures.

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

Dated: \_\_\_\_\_

By \_\_\_\_\_  
EUGENE D. SEROKA  
Executive Director

Attest \_\_\_\_\_  
Board Secretary

Dated: 3/25/15

ITERIS, INC.  
By: \_\_\_\_\_  
Ramin Nassoumi, SENIOR VP  
(Print/type name and title)

Attest: \_\_\_\_\_  
Dan Gillian  
Vice President and Asst. Secy  
(Print/type name and title)

APPROVED AS TO FORM AND LEGALITY

4/10, 2015  
MICHAEL N. FEUER, City Attorney  
Janna B. Sidley, General Counsel

By Heather M. McCloskey  
Heather M. McCloskey, Deputy

Rev. 06/23/14

Account# <u>54290</u>	<u>54240</u>	W.O. #
Ctr/Div# <u>0442</u>	<u>1900</u>	Job Fac.#
Proj/Prog# <u>000</u>	<u>000</u>	

Budget FY:	Amount:	
	<u>0442-54290</u>	<u>1900-54240</u>
<u>14-15</u>	<u>\$ 32,632.68</u>	<u>\$ 161,161,616</u>
<u>15-16</u>		
<u>16-17</u>		
TOTAL	\$	

For Acct/Budget Div. Use Only

Verified by:

Verified Funds Available:

[Signature]  
for Annie G...

4/10/15