

AMENDMENT NO. 1
TO THE
PROJECT COOPERATION AGREEMENT
BETWEEN
THE DEPARTMENT OF THE ARMY
AND
CITY OF LOS ANGELES
FOR CONSTRUCTION OF THE
PORT OF LOS ANGELES CHANNEL DEEPENING PROJECT
LOS ANGELES, CALIFORNIA

THIS AMENDMENT NO. 1 to the above referenced cost sharing partnership agreement is entered into this 5th day of February, 2010, by and between the Department of the Army (hereinafter the "Government") represented by the U.S. Army Engineer, Los Angeles District (hereinafter the "District Engineer"), and the City of Los Angeles (hereinafter the "Non-Federal Sponsor"), represented by the Executive Director of the Port of Los Angeles.

WITNESSETH, THAT:

WHEREAS, the Non-Federal Sponsor and the Government entered into a Project Cooperation Agreement dated July 25, 2002 for the construction of the Port of Los Angeles Channel Deepening Project (hereinafter the "PCA") pursuant to the authority of Section 101(b)(5) of the Water Resources Development Act of 2000, Public Law 106-541;

WHEREAS, the Government has performed work at the request of the Non-Federal Sponsor under Article II.F and Article II.Q of the PCA to provide additional disposal capacity over and above the capacity needed solely for dredged or excavated material for the LPP general navigation features;

WHEREAS, the parties prepared a Final SEIS/SEIR dated April 2009 which identified additional Dredge Material Disposal Sites (hereinafter "DMDS");

WHEREAS, the additional DMDS do not change the NED Plan or LPP as defined in the PCA, and constructing these additional DMDS does not increase the total cost of construction of the NED general navigation features, or the total cost of construction of the LPP general navigation features, nor does it affect the federal cost;

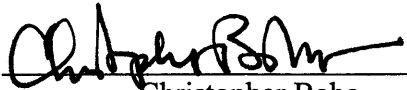
WHEREAS, the parties desire to confirm that the Non-Federal Sponsor is solely responsible for all costs allocated by the Government to the additional capacity, and agrees to pay all such costs; and

WHEREAS, the parties desire to confirm that all operation and maintenance costs associated with the additional disposal sites are to be treated entirely as non-Federal costs because they arise out of requests by the Non-Federal Sponsor for additional capacity.

CERTIFICATE OF AUTHORITY

I, Christopher Bobo, do hereby certify that I am the principal legal officer for the City of Los Angeles, that the City of Los Angeles is a legally constituted public body with full authority and legal capability to perform the terms of the Amendment No. 1 to the PCA between the Department of the Army and the City of Los Angeles in connection with the Construction of the Port of Los Angeles Channel Deepening Project, Los Angeles, California, and to pay damages, if necessary, in the event of the failure to perform in accordance with the terms of this Amendment No. 1 to the PCA and that the persons who have executed this Amendment No. 1 to the PCA on behalf of the City of Los Angeles have acted within their statutory authority.

IN WITNESS WHEREOF, I have made and executed this certification this 2nd day of February, 2010.



Christopher Bobo
Assistant City Attorney

CERTIFICATION REGARDING LOBBYING

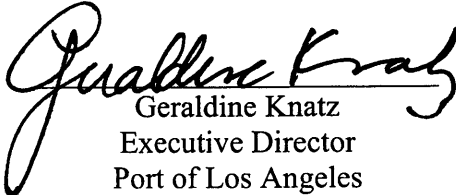
The undersigned certifies, to the best of his or her knowledge and belief that:

(1) No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.

(2) If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.

(3) The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.


Geraldine Knatz
Executive Director
Port of Los Angeles

DATE: 2-4-10

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CERTIFICATION OF LEGAL REVIEW

Amendment No. 1 to the Project Cooperation Agreement for Construction of the Port of Los Angeles Channel Deepening Project has been fully reviewed by the Office of Counsel, U.S. Army Engineer District, Los Angeles, and has been found to be legally sufficient.

28 Jan 2010
Date

Lawrence N. Minch
Lawrence N. Minch
District Counsel