

FIRST AMENDMENT TO AGREEMENT NO. 2633  
BETWEEN THE CITY OF LOS ANGELES AND  
SCHAFFER BROTHERS DISTRIBUTION CENTER, INC.

THIS FIRST AMENDMENT to Agreement No. 2633 is made between the CITY OF LOS ANGELES, a municipal corporation (hereinafter called "City"), acting by and through its Board of Harbor Commissioners (hereafter called "Board"), and SCHAFFER BROTHERS DISTRIBUTION CENTER, INC. (hereafter called "Operator").

WHEREAS, City and Operator wish to extend the Term of Agreement No. 2633 an additional five (5) years; and

WHEREAS, City and Operator also agree to add the PierPass and Wilmington Truck Route language to this Agreement.

NOW, THEREFORE, BE IT RESOLVED, that Agreement No. 2633 between the City of Los Angeles and SCHAFFER BROTHERS DISTRIBUTION CENTER, INC., be hereby amended as follows:

1. ARTICLE II. AUTHORITY GRANTED/ACCEPTED, TERM AND AGREEMENT, Section 2.03 Term of Agreement, subsection A. Term and Renewal, the initial term of this Agreement shall be extended an additional five (5) years beginning on October 1, 2012 and ending on September 30, 2017.
2. ARTICLE VI. ADMINISTRATION AND OPERATION OF ZONE shall include the following sections and language:

"6.03 PierPASS

Operator acknowledges that truck traffic congestion is a serious problem on roads and freeways leading into and out of the Port of Los Angeles. Therefore, the Operator shall, whenever it is reasonably feasible in light of its overall operations, utilize the PierPASS Program or other programs to reduce daytime truck operations. Operator shall use its best efforts to encourage its zone users to consider using the PierPASS and/or other programs to reduce daytime operations. Further, the Operator shall make available to its zone users PierPASS informational material provided to it by the City. Operator shall provide to City, at least annually, a report concerning its nighttime operations and PierPASS utilization.

6.04 Wilmington Truck Route

It is recognized by both parties that the Operator does not directly control the trucks serving the Port. However, the Operator shall notify truck drivers, truck brokers and trucking companies that trucks serving FTZ warehouses and originating in the Port of Los Angeles must confine their route to the designated Wilmington

Truck Route of Alameda Street and "B" Street; Figueroa Street from "B" Street to "C" Street; and Anaheim Street east of Alameda Street. A copy of the Wilmington Truck Route is attached as Exhibit C, which may be modified from time to time at the sole discretion of the Executive Director with written notice to Operator.

Except as amended herein, all remaining terms and conditions of Agreement No. 2633 shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment to Agreement No. 2633 on the date to the left of their respective signatures.

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

Dated: \_\_\_\_\_, 2012

By \_\_\_\_\_  
Executive Director

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

SCHAFFER BROTHERS DISTRIBUTION  
CENTER, INC.

Dated: 6-22-, 2012

By Gary A. Schaffer

GARY A. SCHAFER - President  
(Print/Type Name and Title)

Attest Patricia A. McMahon

Patricia A. McMahon - Controller  
(Print/Type Name and Title)

APPROVED AS TO FORM AND LEGALITY

June 26, 2012  
CARMEN A. TRUTANICH, City Attorney  
THOMAS A. RUSSELL, General Counsel

By Christopher B. Bobo  
CHRISTOPHER B. BOBO, Assistant

CBB:aeb/jpr  
06/21/12  
Attachment