

**FIRST AMENDMENT TO THE JOINT EXERCISE OF POWERS AGREEMENT**  
**BETWEEN THE CITY OF LONG BEACH AND THE CITY OF LOS ANGELES**  
**TO BE KNOWN AS THE INTERMODAL CONTAINER TRANSFER FACILITY**  
**JOINT POWERS AUTHORITY**

This First Amendment (“Amendment”) dated for reference purposes as of February 1, 2016, is made to the “Joint Exercise of Powers Agreement Between the City of Long Beach and the City Of Los Angeles To Be Known As the Intermodal Container Transfer Facility Joint Powers Authority” (“JPA Agreement”). Defined terms used and not otherwise defined herein shall have the meanings set forth in the original JPA Agreement.

**RECITALS**

A. Long Beach and Los Angeles, acting by and through their respective Boards of Harbor Commissioners, created the Intermodal Container Transfer Facility Joint Powers Authority (“ICTF JPA”) and entered into the JPA Agreement on October 5, 1983 for the purpose of acquiring, financing, constructing, maintaining, operating and leasing the Intermodal Container Transfer Facility.

B. The JPA Agreement provided for the Boards of Harbor Commissioners of Long Beach and Los Angeles to appoint members to the ICTF JPA Governing Board but did not provide for alternate members. On February 2, 2016 the ICTF JPA Governing Board adopted an amendment to its Bylaws to provide for the Boards of Harbor Commissioners of Long Beach and Los Angeles to also appoint alternate members, in order to better facilitate the scheduling of JPA Governing Board meetings when JPA Governing Board members are unable to attend.

C. The JPA Agreement provided for annual meetings of the ICTF JPA Governing Board to take place on or about July 1 of each year, for the purpose of organization, the election of officers and the transaction of other business. On December 10, 2014, the ICTF JPA Governing Board adopted an amendment to its Bylaws to change the date of the annual meeting of the JPA Governing Board to take place on or about the second Wednesday of September each year, in order to time the date of the annual meeting to better meet the needs of staff regarding preparation of financial statements for the prior year and the summer schedules of JPA Governing Board members.

D. The ICTF JPA Governing Board has adopted amendments to its Bylaws to address both of these issues regarding (i) appointment of alternate members to the ICTF JPA Governing Board., and (ii) the date of ICTF JPA Governing Board annual meeting, and has requested approval by the Boards of Harbor Commissioners of Long Beach and Los Angeles of corresponding amendments to the JPA Agreement.

NOW, THEREFORE, it is agreed as follows:

#### AMENDMENT TO AGREEMENT

1. "Section 3.B. Governing Board," of the Agreement is hereby deleted in its entirety and replaced with the following language:

"The Authority shall be administered by a Governing Board of five (5) members, each serving in their individual capacities and each having a designated alternate, and shall be called the "Governing Board of the Intermodal Container Transfer Facility Joint Powers Authority" (hereinafter referred to as "Governing Board"). Two (2) members and two (2) alternate members are to be appointed by the Board of Harbor Commissioners of the City of Long Beach, and two (2) members and two (2) alternate members are to be appointed by the Board of Harbor Commissioners of the City of Los Angeles. Those four members shall elect the fifth member, without alternate, who shall be approved by both Boards of Harbor Commissioners of Long Beach and Los Angeles. Each member and each alternate member shall serve the terms specified below, at the pleasure of the appointing authority with the exception the fifth (5th) member, which shall be removed only by approval of both Boards of Harbor Commissioners of Long Beach and Los Angeles. Each member and each alternate member of the Governing Board shall serve a five (5) year term or such lesser term as is specified in the Board of Harbor Commissioners resolution confirming their specific appointment. Vacancies during a term and successor following expiration of the term of any member or alternate shall be filled in the same manner as the original appointments."

2. "Section 3.C. Meetings of the Governing Board, (1) Regular Meetings" shall be deleted in its entirety and replaced with the following language:

"(1) Regular Meetings. The Governing Board shall provide for its regular, adjourned regular and special meetings; provided, however, it shall hold at least one regular meeting on or about the second Wednesday of September of each year, for the purpose of organization, the election of officers and the transaction of other business."

3. Except as expressly amended above, the JPA Agreement of the ICTF Joint Powers Authority remains unmodified and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to ICTF Joint Powers Authority Agreement to be approved by their respective Boards of Harbor Commissioners, attested by their proper officers and executed as of the dates set forth below next to their signatures.

CITY OF LONG BEACH,  
a municipal corporation acting by  
and through its Board of Harbor  
Commissioners

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

By \_\_\_\_\_  
Executive Director  
Jon Slangrup

APPROVED AS TO FORM AND LEGALITY  
Charles Parkin, Long Beach City Attorney

\_\_\_\_\_, 2016

By \_\_\_\_\_

\_\_\_\_\_  
Print or Type Name  
Deputy City Attorney

CITY OF LOS ANGELES,  
a municipal corporation acting by  
and through its Board of Harbor  
Commissioners

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

By \_\_\_\_\_

Executive Director  
Eugene D. Seroka

APPROVED AS TO FORM AND LEGALITY  
MICHAEL N. FEUER, Los Angeles City Attorney

February 23, 2016

Attest: \_\_\_\_\_

Amber Klesges,  
Board Secretary

By  \_\_\_\_\_  
JOY M. CROSE, Assistant General Counsel