

SECOND AMENDMENT
TO FOREIGN TRADE ZONE AGREEMENT NO. 1995-A
BETWEEN THE CITY OF LOS ANGELES AND
CONOCOPHILLIPS COMPANY

THIS SECOND AMENDMENT to Agreement No. 1995-A 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 PHILLIPS 66 COMPANY (hereafter called "Operator").

WHEREAS, ConocoPhillips Company has assigned all of its rights and delegated all of its duties under Agreement No. 1995-A to Phillips 66 Company ("Operator"); and

WHEREAS, City and Operator wish to extend the Term of Agreement No. 1995-A an additional five (5) years;

NOW, THEREFORE, BE IT RESOLVED, that the City consents to ConocoPhillips Company's assignment of all of its rights and delegations of all of its duties under Agreement No. 1995-A to Operator; and

BE IT FURTHER RESOLVED, that Agreement No. 1995-A between the City of Los Angeles and Phillips 66 Company, be hereby amended as follows:

1. PHILLIPS 66 COMPANY is substituted for CONOCOPHILLIPS COMPANY as a party to, and Operator under, this Agreement; and
2. ARTICLE II. Section 2.03 Term of Agreement, the initial term of this Agreement shall be extended an additional five (5) year beginning on May 1, 2013 and ending on June 30, 2018.

Except as amended herein, all remaining terms and conditions of Agreement No. 1995-A shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Second Amendment to Agreement No. 1995-A on the date to the left of their respective signatures.

Dated: _____, 2012

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

By _____
Executive Director

Attest _____
Board Secretary

Dated: 5/23, 2012

PHILLIPS 66 COMPANY

By Audrey L. Miller *AMS*
AUDREY L. MILLER, GENERAL TAX OFFICER
(Print/Type Name and Title)

Attest JM Garcia
JM GARCIA, ASST SECRETARY
(Print/Type Name and Title)

APPROVED AS TO FORM AND LEGALITY

May 31, 2012
CARMEN A. TRUTANICH, City Attorney
THOMAS A. RUSSELL, General Counsel

By Christopher B. Bobo
CHRISTOPHER B. BOBO, Assistant City Attorney

CBB/aeb
05/16/12

