

FIRST AMENDMENT TO AGREEMENT NO. 14-3277
BETWEEN THE CITY OF LOS ANGELES AND
CAMBRIDGE SYSTEMATICS, INC.

THIS FIRST AMENDMENT to Agreement No. 14-3277 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 CAMBRIDGE SYSTEMATICS, 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

3. Section 21, Taxpayer Identification Number ("TIN"), is amended to read:

"The Internal Revenue Service (IRS) requires all consultants and suppliers of materials and supplies provide a TIN to the party that pays them. Consultant

declares that its authorized TIN is 0002451041. No payments will be made under this Agreement without a valid TIN."

Except as amended herein, all remaining terms and conditions of Agreement No. 14-3277 shall remain in full force and effect.

IN WITNESS THEREOF, the parties hereto have executed this First Amendment to Agreement No. 14-3277 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

CAMBRIDGE SYSTEMATICS, INC.

Dated: _____

By: Steven M. Pickrell
Steven M. Pickrell
Senior Vice President
Cambridge Systematics, Inc.
(Print/type name and title)

Attest: Michael Fischer
MICHAEL FISCHER, PRINCIPAL, CAMBRIDGE SYSTEMATICS
(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# 54290 | 54260 W.O. # |
| Ctr/Div# 0442 | 1900 Job Fac.# |
| Proj/Prog# 000 | 000 |

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|------------|---------------------------|
| Budget FY: | Amount: |
| | 0442-54290 190054260 |
| 14-15 | \$ 32,632.58 \$ 66,666.66 |
| 15-14 | |
| 16-17 | |
| TOTAL | \$ |

For Acct/Budget Div. Use Only

Verified by: [Signature]

2 Verified Funds Available: for Annie Gogoro
4/10/15