

SECOND AMENDMENT TO AGREEMENT NO. 09-2820  
BETWEEN THE CITY OF LOS ANGELES AND  
MARINE TERMINALS CORPORATION

THIS SECOND AMENDMENT to Agreement No. 09-2820 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 MARINE TERMINALS CORPORATION, a Nevada corporation, having offices at 2001 John Gibson Boulevard, San Pedro, California 90731 ("Subrecipient").

WHEREAS, by Resolution No. 09-6782 on August 13, 2009, the Board approved Cooperative Agreement No. 2A-00T13601-0 ("Cooperative Agreement" or "Grant") with the U.S. Environmental Protection Agency ("EPA"), which provides funding to the City of Los Angeles Harbor Department to implement diesel emissions reduction projects, including projects proposed by Subrecipient; and

WHEREAS, by Resolution No. 10-7021 on October 28, 2010, the Board approved (i) a Second Amendment to the Cooperative Agreement to extend the term of the Cooperative Agreement to December 31, 2010, which has been executed by the parties, and (ii) a Third Amendment to the Cooperative Agreement to further extend the term of the Cooperative Agreement to June 30, 2011 in substantially the same form as the Second Amendment, which Third Amendment remains pending approval by the EPA;

WHEREAS, by Resolution No. 09-6856 on December 10, 2009, the Board approved Agreement No. 09-2820 with Subrecipient to provide Grant funds to Subrecipient for certain diesel emissions reduction projects; and

WHEREAS, by Resolution No. 10-6869 on January 21, 2010, the Board approved a First Amendment to Agreement No. 09-2820 with Subrecipient to adopt certain amendments issued by the EPA under Assistance Amendment No. 2A-00T13601-1 dated November 17, 2009, amending the Cooperative Agreement; and

WHEREAS, a Second Amendment to Agreement No. 09-2820 is needed to modify the equipment listed in the Scope of Work and extend the term of Agreement No. 09-2820 to accommodate manufacturing and purchasing lead times for Subrecipient's acquisition of the subject equipment being funded by the Grant;

NOW, THEREFORE, it is mutually agreed that Agreement No. 09-2820 is amended as follows:

1. Exhibit A, Scope of Work, shall be deleted and replaced with the Exhibit A to this Second Amendment, in order to reflect an equipment change to (i) two (2) Top Handler Repowers at an estimated grant amount of \$90,000 and \$37,500, and (ii) nine (9) Forklifts with Retrofit Diesel Particulate Filter (DPF) at an estimated grant amounts of \$35,000 each, for a total grant amount not to exceed \$442,500.

2. City and Subrecipient acknowledge and agree that the proposed Third

Amendment to the Cooperative Agreement, which would further extend the term of the Cooperative Agreement between City and EPA to June 30, 2011, remains pending with the EPA and has not yet been approved or executed by the EPA. In the event that the Third Amendment to the Cooperative Agreement extending the term of the Cooperative Agreement between City and EPA to June 30, 2011 is approved and executed by the City and EPA, then only in such event, City and Subrecipient agree that "SECTION III. EFFECTIVE DATE AND TERM OF AGREEMENT" of Agreement No. 09-2820 shall be amended by revising Section III.B.1. to delete the date "December 31, 2010" and replace with the date "June 30, 2011" or such other date as is agreed upon between the City and EPA. In the event that the Third Amendment to the Cooperative Agreement extending the term of the Cooperative Agreement between City and EPA is not approved and executed by the City and EPA, and there is no extension of the term of the Cooperative Agreement, then this paragraph 2 of the Second Amendment shall be null and void and the term of Agreement No. 09-2820 shall remain unchanged.

3. Except as amended herein, all remaining terms and conditions of Agreement No. 09-2820 as amended to date shall remain in full force and effect.

IN WITNESS THEREOF, the parties hereto have executed this Second Amendment to Agreement No. 09-2820 on the date to the left of their signatures.

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

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

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

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

Dated: 11/30/2010

MARINE TERMINALS CORPORATION,  
a Nevada corporation

By: Kenton R. Pope  
Kenton R. Pope Equip. Serv. MGR.  
(Print/type name and title)

Attest: ZITA ESCOBAR, FIN MGR.  
(Print/type name and title)

APPROVED AS TO FORM AND LEGALITY  
\_\_\_\_\_, 2010  
CARMEN A. TRUTANICH, City Attorney

By \_\_\_\_\_  
Joy M. Crose, Assistant General Counsel

Account#	21980	W.O. #	
Ctr/Div#	7000	Job Fac. #	
Proj/Prog#	000		
Budget FY:		Amount:	
	2010/11		127,500
	TOTAL		127,500
For Acct/Budget Div. Use Only			
Verified by:	_____		
Verified Funds Available:	_____		
Date Approved:	_____		

**EXHIBIT A**  
**SCOPE OF WORK AND RATE SCHEDULE**

Ports America ("SUBRECIPIENT") shall obtain the necessary services and equipment as follows:

Equipment Identification	Engine Year, Manufacturer and Model	Baseline Engine Horsepower	Project Type	Grant Percent	Estimated Total Cost*	Estimated Grant Amount	Estimated Subrecipient Cost
Top Handler	2002 Cummins QSM11-C	330	Repower	75%	\$120,000	\$90,000	\$30,000
Top Handler	1989 Cummins L-10	330	Repower	75%	\$50,000	\$37,500	\$12,500
Forklift	2002 Cummins QMS-11	350	Retrofit (DPF)	100%	\$35,000	\$35,000	\$0
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Forklift	2002 Cummins QMS-11	350	Retrofit (DPF)	100%	\$35,000	\$35,000	\$0
<b>Totals</b>				<b>Totals</b>	<b>\$485,000*</b>	<b>\$442,500</b>	<b>\$42,500</b>

\*The actual cost of each piece of equipment may be higher or lower than the estimated cost. Extra funds allotted to specific pieces of equipment may be used to supplement the cost of other pieces of equipment so long as the grant percentages are not exceeded and the total grant amount does not exceed \$442,500.