

**FIRST AMENDMENT  
TO  
MEMORANDUM OF AGREEMENT  
BETWEEN  
ORANGE COUNTY TRANSPORTATION AUTHORITY  
AND  
THE U.S. ARMY CORPS OF ENGINEERS, LOS ANGELES DISTRICT**

This First Amendment to Memorandum of Agreement ("FIRST AMENDMENT"), made the 30<sup>th</sup> day of October, 2012, is entered into by and among the Orange County Transportation Authority (hereinafter the "OCTA") and the Department of Army Corps of Engineers, Los Angeles District (hereinafter the "Corps"), collectively referred to as the "Parties."

**RECITALS**

WHEREAS, the Parties entered into a Memorandum of Agreement ("MOA"), dated January 27, 2011, for expedited and priority review of OCTA-designated priority projects by the Corps; and

WHEREAS, section 214 of the Federal Water Resources Development Act of 2000, Public Law 106-541 ("WRDA 2000") as amended by Public Law 111-315, authorizes the Secretary of the Army, after public notice, to accept and expend funds contributed by a non-Federal public entity to expedite the evaluation of a permit of that entity related to a project or activity for a public purpose under the jurisdiction of the Department of the Army; and

WHEREAS, Public Law 111-315, signed into law on December 18, 2010, extended the sunset clause of section 214 of WRDA 2000 to December 31, 2016; and

WHEREAS, the MOA is set to expire October 31, 2012; and

WHEREAS, the Parties desire to extend the duration of the MOA for an additional year; and

WHEREAS, the Corps has determined additional funding from OCTA is not necessary to continue to fund the section 214 of WRDA 2000 activities through October 31, 2013.

NOW, THEREFORE, the Parties agree as follows:

**FIRST AMENDMENT**

1. Article IV.A. – RESPONSIBILITIES OF THE PARTIES. Article IV.A. 1. is modified in its entirety to read:

“A. The OCTA will provide adequate resources to fund additional Corps Regulatory personnel for the purpose of timely review of designated priority projects and other identified activities. To facilitate the Corps’ reviews and activities, the OCTA will:

1. Provide adequate information regarding projects and other specific activities to initiate permit evaluation. Information required for the Corps to deem a permit application complete thereby allowing initiation of the permit review process can be found in Corps regulations at 33 C.F.R. §§ 325.1(d), 325.3(a), and in General Condition 31 of the Nationwide Permit Program as published in the Federal Register (77 Fed. Reg. 10184, dated February 21, 2012). Upon request, the OCTA shall provide supplemental information necessary to complete the permit application. Additional information [33 CFR Part 325.1(e)] required to complete the permit evaluation process may exceed what is needed to initiate the process. On a case-by-case basis, if requested by the Corps, the OCTA shall provide such additional information so as to ensure the Corps can effectively accomplish the required review.”

2. Article XI- EFFECTIVE DATE AND DURATION. This Article is modified in its entirety to read:

“Article XI - EFFECTIVE DATE AND DURATION

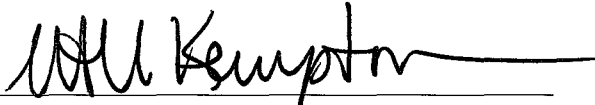
This MOA and any amendments will become effective on the date of signature by the last Party. Unless amended or modified pursuant to Article IX.A., this MOA shall remain in force until whichever of these events occurs first: 1) October 31, 2013 or 2) the MOA is terminated pursuant to Article IX.B.”

3. Integration. This FIRST AMENDMENT represents the entire understanding of the OCTA and the Corps regarding the MOA and changes to the MOA. All other terms and conditions of the MOA remain in full force and effect.

[REMAINDER LEFT INTENTIONALLY BLANK]

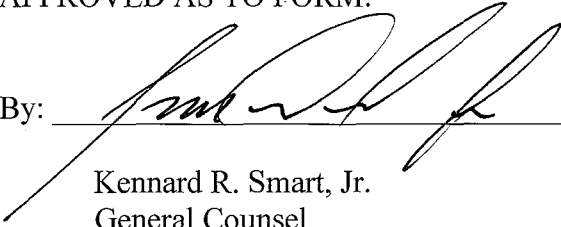
IN WITNESS WHEREOF, the FIRST AMENDMENT is executed by the Orange County Transportation Authority, acting by and through its authorized Board of Directors or designated management authority, and by the Los Angeles District U.S. Army Corps of Engineers, through its authorized officer.

ORANGE COUNTY TRANSPORTATION AUTHORITY

By:  DATE: 10.24.12

Will Kempton  
Chief Executive Officer

APPROVED AS TO FORM:

By:  DATE: 10/23/12

Kennard R. Smart, Jr.  
General Counsel

U.S. ARMY CORPS OF ENGINEERS

By:  DATE: 10-30-12

David J. Castanon  
Chief, Regulatory Division