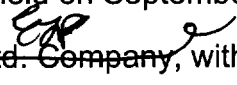


FIRST AMENDMENT TO AGREEMENT NO. 29391

29391

THIS FIRST AMENDMENT is made and entered into, in duplicate, as of September 4, 2008, for reference purposes only, pursuant to a minute order adopted by the City Council of the City of Long Beach at its meeting held on September 20, 2005, by and between EARTH TECH, INC., a ~~Tyco International Ltd. Company~~ , with a place of business at 300 Oceangate, Suite 700, Long Beach, CA 90802 ("Consultant"), and the CITY OF LONG BEACH, a municipal corporation ("City").

WHEREAS, the City and Consultant entered a three year Agreement whereupon Consultant agreed to provide specialized environmental consulting services to City to obtain regulatory closure by the California Regional Water Quality Control Board ("Board") of various fuel site locations with contaminated groundwater and to obtain reimbursements available to City ("Project"); and

WHEREAS, the parties now desire to extend the term of the Agreement for one additional year;

NOW, THEREFORE, in consideration of the mutual terms, covenants, and conditions in this Agreement, the parties agree as follows:

1. Section 2 of the Agreement is amended in its entirety to read as follows:

"2. TERM. The term of this Agreement shall commence on September 30, 2005 and shall terminate on October 1, 2009. City's City Manager shall have the sole discretion of renewing this Agreement for one (1) additional year."

2. Except as expressly amended herein, all terms, covenants and conditions in Agreement No. 29391 are ratified and confirmed and shall remain in full force and effect.

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OFFICE OF THE CITY ATTORNEY
ROBERT E. SHANNON, City Attorney
333 West Ocean Boulevard, 11th Floor
Long Beach, CA 90802-4664

1 IN WITNESS WHEREOF, the parties have caused this document to be
2 executed with all formalities required by law as of the date first stated above.

3 EARTH TECH, INC., a Tyco International Ltd.
4 Corporation

5 September 17, 2008

By: [Signature]

6 September 17, 2008

ERIC F. PETERSON, P.E. VICE PRESIDENT

By: [Signature] Print Name

WILLIAM GARRETT ASST. GENERAL COUNSEL

Title
Print Name

"Consultant"

11 CITY OF LONG BEACH, a municipal
12 corporation

13 9.29., 2008

By: [Signature] Assistant City Manager

City Manager

"City" EXECUTED PURSUANT
TO SECTION 301 OF
THE CITY CHARTER.

15 Approved as to form this

24th day of September, 2008.

17 ROBERT E. SHANNON, City Attorney

18 By: [Signature]
19 Deputy