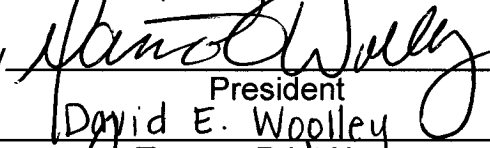


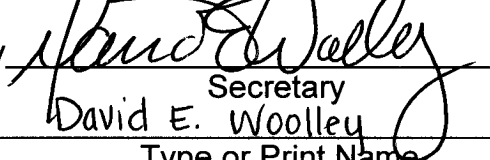
1 IN WITNESS WHEREOF, the parties have caused this document to be duly
2 executed with all formalities required by law as of the date first stated above.

3 D. WOOLLEY & ASSOCIATES, INC., a
4 California corporation

5 February 13, 2012, 2012

By 
6 President
7 David E. Woolley
8 Type or Print Name

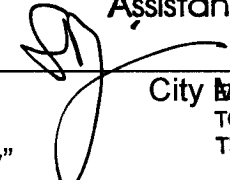
9 February 13, 2012, 2012

By 
10 Secretary
11 David E. Woolley
12 Type or Print Name

13 "Consultant"

14 CITY OF LONG BEACH, a municipal
15 corporation
16 Assistant City Manager

17 3.6, 2012

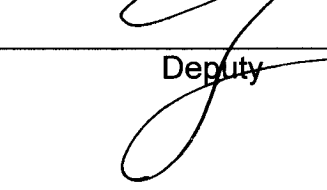
By 
18 City Manager
19 PURSUANT
20 TO SECTION 301 OF
21 THE CITY CHARTER.

22 "City"

23 This First Amendment to Agreement No. 31397 is approved as to form on

24 2/23, 2012.

25 ROBERT E. SHANNON, City Attorney

26 By 
27 Deputy

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