

**AGREEMENT NO. GCA 3987
AMENDMENT NO. 1**

This AMENDMENT NO. 1 is made and entered into this 6th day of June, 2006, between the STATE OF WASHINGTON, Department of Transportation, hereinafter the "STATE," and the PORT OF PORTLAND, P.O. Box 3529, Portland, OR 97208, a political subdivision of the State of Oregon, hereinafter the "PORT."

WHEREAS, the parties hereto entered into Agreement No. GCA 3987 on April 29, 2005, which provided for the STATE to participate in funding the planning project, Freight Data Collection-Phase II, and

WHEREAS, it is deemed desirable to supplement the original Agreement to extend the completion date,

NOW, THEREFORE, by virtue of chapter 39.34 RCW and chapter 47.06 RCW and in consideration of the terms, conditions, and performances contained herein, or attached and incorporated and made a part hereof, IT IS MUTUALLY AGREED AS FOLLOWS:

A. Section 2.1 of the original Agreement is amended to read as follows:

The Project period shall commence upon execution of this AGREEMENT and shall be completed by January 31, 2007.

B. Section 4.1 of the original Agreement is amended to read as follows:

The PORT shall, from time to time during the progress of the work, confer with the WSDOT. The PORT shall prepare and present to the WSDOT an annual progress report. The Report shall be completed and submitted to the WSDOT by February 28, 2007. The WSDOT, however, reserves the right to request an interim report(s). The interim report(s) is due to the WSDOT within 21 calendar days of the PORT being requested in writing by the WSDOT. The interim report(s) shall include a summary of work progress to date, including, costs incurred in accordance with the approved scope of work and budget and any problems or work delays. The WSDOT may delay reimbursement of invoices if the requested interim report(s) is not submitted in a timely manner.

C. The Parties agree that the extension of the completion date shall not increase WSDOT's maximum participation funding as provided in the original Agreement.

D. All other terms and conditions of the original Agreement shall remain in full force and effect except as modified by this AMENDMENT NO. 1.

IN WITNESS WHEREOF, the Parties hereto have executed this AMENDMENT NO. 1 as of the day and year first above written.

PORT OF PORTLAND

TRANSPORTATION

By: St. H. See

Date: 11 May 2006

APPROVED AS TO LEGAL SUFFICIENCY
FOR THE PORT OF PORTLAND

[Signature]
11 May 06

**STATE OF WASHINGTON
DEPARTMENT OF**

By: [Signature]

APPROVED AS TO FORM:

Date: 5-3-06

By: [Signature]
Assistant Attorney General