

**AMENDMENT TO SOUTH/NORTH LIGHT RAIL
TRANSIT PROJECT STEERING COMMITTEE AGREEMENT**

THIS AMENDMENT TO SOUTH/NORTH LIGHT RAIL TRANSIT PROJECT STEERING COMMITTEE AGREEMENT (the "Amendment") is entered into on June 17, 2008, by and between the Oregon Department of Transportation ("ODOT"), Metro, Tri-County Metropolitan Transportation District of Oregon ("TriMet"), Clackamas and Multnomah Counties, collectively referred to as political subdivisions of the state of Oregon, and the cities of Gresham, Milwaukie and Portland, incorporated municipalities of the state of Oregon (collectively the "Parties").

RECITALS

WHEREAS, on June 3, 1998, ODOT, Metro, TriMet, Clackamas and Multnomah Counties, and the cities of Milwaukie and Portland, entered into the SOUTH/NORTH LIGHT RAIL TRANSIT PROJECT STEERING COMMITTEE AGREEMENT ("Agreement") in accord with Chapter 12 Oregon Laws 1996, establishing mandatory state procedures for siting the South/North MAX Light Rail Project, via regional "land use final order" ("LUFO"), to be adopted by the Metro Council; and

WHEREAS, Section 6 (1)(a) of Chapter 12 Oregon Laws 1996 requires the establishment of a LUFO Steering Committee concerning the South/North MAX Light Rail Project (the "Project"); and

WHEREAS, the Portland to Milwaukie Light Rail Project is an element of the South/North MAX Light Rail line; and

WHEREAS, Section 1 (21) defines the Steering Committee to be comprised of representatives of ODOT, TriMet, an elected official from Metro and each of the affected local governments; and

WHEREAS, Section 6(1)(a) of Chapter 12 Oregon Laws 1996 requires that TriMet receive recommendations from the Department of Transportation and the LUFO Steering Committee as to the light rail route, stations, lots and maintenance facilities and the highway improvements for the Project, including their locations, prior applying to Metro for the LUFO; and

WHEREAS, because the City of Gresham is the likely location of expanded rail maintenance facilities proposed to be part of the Project, it is an affected local government under Chapter 12 Oregon Laws 1996;

AGREEMENT

NOW THEREFORE, the Parties agree as follows:

I. Affected Local Governments

The City of Gresham is the likely location of expanded maintenance facilities proposed to be part of the Project, is therefore an affected local government, and must be represented on the LUFO Steering Committee.

II. LUFO Steering Committee Membership

The City of Gresham shall be a voting member of the LUFO Steering Committee, represented by one elected official from the City of Gresham.

The Parties hereby ratify and confirm this Amendment to the terms of the Agreement effective as of the date herein above. All other terms of the Agreement shall remain in full force and effect.

ODOT

By: _____
Title: _____
Date: _____

Approved as to Form:

By: _____

Attorney for ODOT

METRO

By: _____
Title: _____
Date: _____

Approved as to Form:

By: _____
Joel E. Morton
Senior Attorney for Metro

TriMet

By: _____
Title: _____
Date: _____

Approved as to Form:

By: _____

Attorney for TriMet

CLACKAMAS COUNTY

By: _____
Title: _____
Date: _____

Approved as to Form:

By: _____

Attorney for Clackamas County

MULTNOMAH COUNTY

By: _____
Title: _____
Date: _____

Approved as to Form:

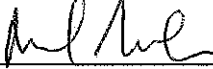
By: _____

Attorney for Multnomah County

CITY OF PORTLAND

By: _____
Title: _____
Date: _____

Approved as to Form:

By: 

Attorney for City of Portland

CITY OF MILWAUKIE

By: _____
Title: _____
Date: _____

Approved as to Form:

By: _____

Attorney for City of Milwaukie

CITY OF GRESHAM

By: _____
Title: _____
Date: _____

Approved as to Form:

By: _____

Attorney for City of Gresham