

# CONTRACT SUMMARY SHEET

TO: THE OFFICE OF THE CITY CLERK,  
COUNCIL/PUBLIC SERVICES DIVISION  
ROOM 395, CITY HALL

DATE: 11/30/09

FROM (DEPARTMENT): CAO

CONTACT PERSON: Sarai Bhaga

PHONE: 978-0604

CONTRACT NO.: C-115423

COUNCIL FILE NO.: 09-0728

ADOPTED BY COUNCIL: 4/28/09

DATE

APPROVED BY BPW: \_\_\_\_\_

DATE

- NEW CONTRACT
- AMENDMENT NO. 1
- ADDENDUM NO. \_\_\_\_\_
- SUPPLEMENTAL NO. \_\_\_\_\_
- CHANGE ORDER NO. \_\_\_\_\_

CONTRACTOR NAME: Loop Capital

TERM OF CONTRACT: May 27, 2009

THROUGH: May 27, 2011

TOTAL AMOUNT: scaled transaction fee (see attached)

## PURPOSE OF CONTRACT:

Sell-side advisor services for a public-private partnership transaction with respect to the City's parking assets.

**NOTE: CONTRACTS ARE PUBLIC RECORDS - SCANNED AND UPLOADED TO THE INTERNET**

# CONTRACT SUMMARY SHEET ATTACHMENT

## TOTAL AMOUNT: scaled transaction fee

If the consummated Transaction does not include the City's On Street Franchise or any material portion thereof:

- 0.625% of the first two hundred and fifty million dollars (\$250,000,000) of the Consideration, plus
- 0.25% of the amount of Consideration in excess of two hundred and fifty million dollar (\$250,000,000);

OR

If the consummated Transaction does include the City's On Street Franchise or a material portion thereof:

- 0.08% of the Consideration.

FIRST AMENDMENT  
TO AGREEMENT NUMBER C-115423 OF CITY OF LOS ANGELES CONTRACT  
BETWEEN  
THE CITY OF LOS ANGELES  
AND  
LOOP CAPITAL MARKETS, LLC

THIS FIRST AMENDMENT to Agreement Number C-115423 of City of Los Angeles Contract is made and entered into by and between the City of Los Angeles, hereinafter referred to as the "City", and Loop Capital Markets, LLC, a Delaware limited liability company, hereinafter referred to as the "Consultant".

WITNESSETH

WHEREAS, the City and the Consultant have entered into an Agreement wherein Consultant shall provide certain financial advisory services, said Agreement effective May 27, 2009 and which shall hereinafter be referred to as the Agreement; and

WHEREAS, the City Council and the Mayor (Council File Number 09-0728, action adopted by Council April 28, 2009 with the Mayor's concurrence on May 5, 2009) authorized the City Administrative Officer ("CAO") to negotiate and execute agreements with JP Morgan Chase, Ramirez & Co., and the Consultant (together, the "Three Advisors") for financial advisory services with a total Transaction Fee among the Three Advisors not to exceed the tiered structure proposed thereto, but with the allocation of said Transaction Fee among the Three Advisors to be subject to further revision; and

WHEREAS, as of the effective date of this First Amendment, the total Transaction Fee authorized has not been fully allocated as no allocation has been made with respect to JP Morgan Chase; and

WHEREAS, the CAO and the Consultant wish to amend the Consultant's Transaction Fee set forth in the Agreement; and

WHEREAS, in order to do so, the CAO desires to use a portion of the excess authorized allocation not heretofore allocated among the Three Advisors to increase the Transaction Fee allocation of the Consultant;

WHEREAS, Section 901 of the Agreement provides for amendments to the Agreement; and

WHEREAS, this Amendment is necessary and proper as a result of the increased responsibility of the Consultant and expanded scope of services expected to be provided by the Consultant in the absence of an executed contract with and allocation of the Transaction Fee to JP Morgan Chase.

NOW, THEREFORE, the City and the Consultant agree that the Agreement be amended effective November 30, 2009 as follows:

AMENDMENT

- §1. Amend Transaction Fee Section 301.1(a)(i) by deleting the current percentage of 0.125% and replacing it with the new percentage of 0.625%.
- §2. Amend Transaction Fee Section 301.1(a)(ii) by deleting the current percentage of 0.05% and replacing it with the new percentage of 0.25%.
- §3. Except as herein amended, all terms and conditions of the Agreement shall remain in full force and effect.
- §4. This Amendment is executed in two (2) duplicate originals, each of which is deemed to be an original. This Amendment includes three (3) pages which constitute the entire understanding and agreement of the parties.

[Signature page follows]

IN WITNESS WHEREOF, the City of Los Angeles and the Consultant have caused this Amendment to be executed by their duly authorized representatives.

Consultant

*Two company executive signatures are required*

For: THE CITY OF LOS ANGELES

By: Miguel A. Santore

Date: 10/23/09

For: LOOP CAPITAL MARKETS, LLC

By: [Signature]

Date: 10/15/09

By: [Signature]

Date: 10/15/09

Approved as to Form:

CARMEN A. TRUTANICH, City Attorney

JUNE LAGMAY, City Clerk

By: [Signature]

Date: 11/30/09

By: [Signature]

Date: 11-30-09



City Business Tax Registration Certificate Number: 0002032617-0001-6  
Internal Revenue Service ID Number: 36-4164012  
Amendment Agreement Number C-115423-1