

Amendment No. 2

AGREEMENT  
AMONG  
THE PORTS OF KALAMA, PORTLAND, AND VANCOUVER, USA  
AND  
THE DEPARTMENT OF THE ARMY

WHEREAS, the Department of the Army (hereinafter the "Army"), represented by the U.S. Army Corps of Engineers (hereinafter the "Corps"), Portland District Engineer, and the Ports of Portland and Vancouver, USA (hereinafter collectively the "Ports"), represented by their respective Executive Directors, entered into an agreement on November 15, 2006 for the Ports to provide and the Corps to accept and expend funds to expedite the evaluation of permits subject to certain limitations;

WHEREAS, the parties amended the agreement on November 14, 2008 to incorporate guidance from the Chief of Engineers;

WHEREAS, the Corps issued an initial public notice dated March 4, 2009 regarding its intent to accept and expend funds contributed by the Port of Kalama to expedite the processing of their Department of the Army (DA) permit applications, subject to a series of limitations;

WHEREAS, the Portland District Engineer has determined that expenditure of funds received from the Port of Kalama will be in compliance with the Act, and a public notice dated March 4, 2009, regarding the Portland District Engineer's decision has been issued;

WHEREAS, the Port of Kalama is a non-Federal public entity;

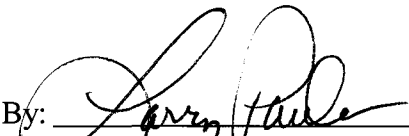
WHEREAS, the parties to the agreement dated November 15, 2006 as amended on November 14, 2008, and the Port of Kalama desire to amend said agreement to include the Port of Kalama as a party to said agreement.

NOW, THEREFORE, the parties hereto amend the agreement dated November 15, 2006 as amended on November 14, 2008 with the following particulars and no others:

1. As of the effective date of this agreement, the Port of Kalama is an additional party to the agreement dated November 15, 2006 as amended on November 14, 2008. Every reference to "the Ports" in said agreement shall now be construed to include the Port of Kalama, in addition to the Ports of Vancouver and Portland.
2. The Port of Kalama agrees to comply with the terms and conditions set forth in said agreement.

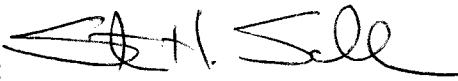
This amendment shall become effective when signed by the Ports and the Corps.

**PORT OF VANCOUVER, USA**

By:   
Larry Paulson, Executive Director


WP  
Date: ~~For~~ May 18, 2009

**THE PORT OF PORTLAND**

By:   
For Bill Wyatt, Executive Director

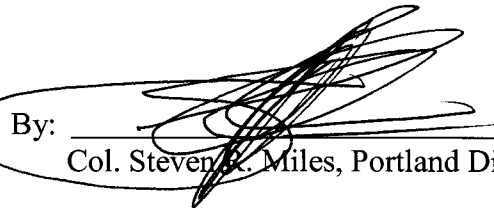
Date: May 13, 2009

**PORT OF KALAMA**

By:   
Lanny Cawley, Executive Director

Date: May 20, 2009

**U.S. ARMY CORPS OF ENGINEERS,  
PORTLAND DISTRICT**

By:   
Col. Steven K. Miles, Portland District Engineer

Date: 26 May 2009