

AMENDMENT TWO FOR  
LICENSE AGREEMENT #30003564

This Amendment to License Agreement #30003564 ("Amendment") is entered into by and between the City of Portland, by and through its Portland Parks & Recreation (hereinafter "City" or "PPR"), and Washington Park Transportation Management Association (hereinafter "TMA" or "Licensee"). The parties are collectively referred to as the "Parties" and individually as a "Party".

Recitals:

1. Portland Parks and Recreation owns Washington Park and the Washington Park Transportation Management Association provides transportation-related management services.
2. Portland Parks and Recreation entered into a License Agreement with the Washington Park Transportation Management Association, authorized by City of Portland Ordinance #185779, to provide transportation related management and programming for the Park, effective August 1, 2013. The above-noted License Agreement and said Ordinance are incorporated by reference herein and a copy of said documents is attached to this Amendment as Exhibit B.
3. Per the terms in Metro Regional Travel Options Grant #931983, attached here as part of Exhibit A, which also includes Amendment One, Portland Parks & Recreation has provided or will provide up to \$200,000 in grant funds to the Washington Park Transportation Management Association to achieve the objectives stated in the grant.
4. The Washington Park Transportation Management Association has subsequently provided transportation services, including shuttle services, at and around Washington Park for Portland Parks and Recreation since the effective date of that Agreement.
5. The purpose of this Amendment Two to the original Licensing Agreement is to memorialize a process by which the Washington Park Transportation Management Association shall be compensated for shuttle services provided for Portland Parks and Recreation at Washington Park. PPR is authorized to execute this amendment and pay TMA for shuttle service per authorizations in City of Portland Ordinance #185779.

Now, therefore in consideration of the mutual covenants and benefits stated herein, and in further consideration of the obligations, terms and considerations hereinafter set forth and recited, the Parties agree as follows:

1. PPR shall contribute funds as dictated by the 2012 Washington Park Transportation and Parking Management Agreement annually as reimbursement for shuttle services at or around Washington Park, provided by Washington Park Transportation Management Association in support of the Purpose of the Ordinance and License Agreement.
2. TMA will be paid by PPR 15 days after invoice is received from TMA and approved by PPR. Payments will be sent to the TMA Executive Director, 4033 SW Canyon Road,



Portland, OR 97221, or at such other address as TMA may notify PPR of in writing from time to time. TMA shall provide PPR all requested documents in a timely manner to facilitate payment.

3. Except as expressly amended herein, and in Amendment One, the License Agreement #30003564 is unmodified and remains in full force and effect. In the event of a conflict between the terms of the License Agreement and this Amendment, the terms of this Amendment shall be controlling for the term of Metro Grant #931983.
4. This Amendment may be executed in counterparts, each of which shall be deemed an original and when taken together shall constitute one original document.

IN WITNESS WHEREOF, PPR and Licensee have caused their duly authorized representatives to execute this Amendment Two to License Agreement #30003564 in duplicate.

**Accepted and agreed** to by the parties' duly authorized representatives.

**Washington Park Transportation Management Association**

By: Heather McCarey  
Name: Heather McCarey  
Title: Executive Director  
Date: 11-10-14

**City of Portland**

By: [Signature]  
Name: Mike Abbaté  
Title: Director of Portland Parks and Recreation  
Date: \_\_\_\_\_

Approved as to form

APPROVED AS TO FORM

By: [Signature]  
Name: \_\_\_\_\_  
Title: CITY ATTORNEY  
Date: 10/17/14

Exhibits:

Exhibit A – Amendment One and Metro Grant #931983

Exhibit B – Ordinance #185779 and License Agreement #30003564

