

**FIRST AMENDMENT TO THE
LIVING RIVER (PREVIOUSLY ELIZABETH RIVER) RESTORATION TRUST
OPERATING AGREEMENT**

THIS FIRST AMENDMENT to the Elizabeth River Restoration Trust Operating Agreement, dated May 4, 2004 (the "Agreement"), by and between the undersigned, who are the parties to the original Agreement, shall be effective the 3rd day of May, 2009. The Agreement is amended as follows:

I. Name Change.

The Agreement is modified to reflect the name change of the Elizabeth River Restoration Trust to the Living River Restoration Trust. All references in the Agreement to the Elizabeth River Restoration Trust shall be construed to mean the Living River Restoration Trust (the "Trust").

II. New Term.

The term of the Agreement shall be extended to and shall expire on May 4, 2019 (the new "Term"), subject to Section 9.A. of the Agreement, which provides for an earlier termination by any party with One Hundred Eighty (180) days written notice to the other parties. The Department of Environmental Quality's (the "DEQ") approval of, and participation in, the Agreement is valid until the end of the new Term. All parties reserve the right, by mutual agreement, to further extend this Agreement at the end of the Term.

III. Trust Options.

The Trust represents and agrees that it shall be guided in its activities and operations by all applicable federal and state regulations, including, but not limited to, 33 C.F.R. Part 332. Pursuant to that regulation, the U.S. Army Corps of Engineers (the "Corps") and the DEQ will consider for approval plans or proposals submitted with respect to a specific site which contains a general statement of intent for the project and the information set forth in Section 3. B. (4) of the Agreement.

IV. Waiver of Notice

The Trust and the Corps hereby waive notice of the DEQ's delivery of written notice of its renewal of its approval and agreement to extend the date of the Agreement, as otherwise required under Section 9.A. of the Agreement.

V. No Further Modification.

Except as modified above, the Agreement is confirmed in all respects.

IN WITNESS WHEREOF, this FIRST AMENDMENT has been duly executed in three duplicate originals, as of the date first above written.

LIVING RIVER RESTORATION TRUST

Date Signed: 9/16/2009

By: J. William Cofer
Capt. J. William Cofer, President

Date Signed: 9/16/2009

Dud K. Payne, Director
Virginia Department of Environmental Quality

Date Signed: 9/16/2009

Admiral T. B. ...
U.S. Army Corps of Engineers
Norfolk District Commander