

FIRST MODIFICATION OF AGREEMENT NUMBER 1578

12-07-09PC

This First Modification of Agreement Number 1578 ("First Modification") is entered into this 23<sup>rd</sup> day of November, 2009, by and between the CITY OF SANTA MONICA, a municipal corporation ("City"), and Stradling, Yocca, Carlson & Rauth ("Consultant"), and is made with reference to the following:

RECITALS:

A. On or about September 2, 2007, the City and Consultant entered into Professional Services Agreement Number 1578 (the "Original Agreement") for legal services pertaining to debt financing by the City, including evaluation of funding sources, rendering opinions on debt financing, and preparing documents related to debt financing, including official statements. The scope of services and all allowable costs are more fully set forth in Exhibit A, Scope of Services, of the Original Agreement.

B. The City and Consultant desire to modify the Original Agreement to increase the compensation from \$70,000 to an amount not to exceed \$220,000.

NOW, THEREFORE, it is mutually agreed by and between the undersigned parties as follows:

1. Section 4 of the Original Agreement entitled "COMPENSATION" shall be deleted and replaced with the following:

Consultant shall be compensated for Services performed pursuant to this Agreement, as set forth in Exhibit A, Scope of Services, in an amount not to exceed \$220,000.

2. Except as expressly modified herein, all other terms and conditions of the Original Agreement shall be and remain in full force and effect.

IN WITNESS WHEREOF, the parties have caused this First Modification to be executed the day and year first above written.

CITY OF SANTA MONICA,  
a municipal corporation

By:   
P. LAMONT EWELL  
City Manager

APPROVED AS TO FORM:

  
MARSHA JONES MOUTRIE  
City Attorney

ATTEST:

  
MARIA STEWART  
City Clerk

Stradling, Yocca, Carlson, and Rauth

By:   
BRIAN FORBATH  
Bond Counsel