

**FIRST AMENDMENT OF PROFESSIONAL SERVICES AGREEMENT**

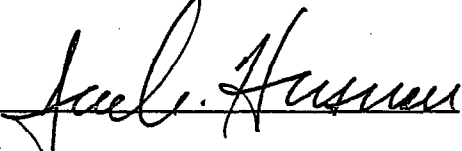
This First Amendment of Agreement, dated for reference purposes, this \_\_\_\_\_ day of \_\_\_\_\_, 2002, is made by and between the County of San Mateo, hereinafter referred to as "County", and the City of Belmont, hereinafter referred to as "City", who mutually agree to the terms and conditions contained herein (the "First Amendment").

1. This First Amendment is entered into with reference to the following facts and objectives:
  - a. County and City entered into a Professional Services Agreement dated April 3, 2001, for right-of-way acquisition services to be performed by County in connection with the City's Highway 101-Ralston Avenue Interchange Improvement Project.
  - b. The Agreement will expire on December 31, 2002.
  - c. Due to design issues, completion of the services under the Agreement requires an extension of the term,
  - d. The parties desire to further amend the Amended Agreement as set forth herein.
2. Section 5 of the Amended Agreement shall be amended to extend the termination date to December 31, 2004.
3. All other provisions of the Agreement shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Agreement the day and year first above written.

**City of Belmont**

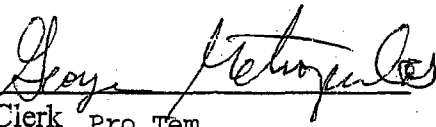
**County of San Mateo**

  
\_\_\_\_\_  
City Manager

\_\_\_\_\_  
Jerry Hill  
President, Board of Supervisors

Attest:

Attest:

  
\_\_\_\_\_  
City Clerk Pro Tem

\_\_\_\_\_  
Clerk of the Board of Supervisors

Resolution No. \_\_\_\_\_