

Addendum No. 1 to Master Tax-Exempt Lease/Purchase Agreement

THIS **ADDENDUM No. 1**, which is entered into as of 3/27/2009 between Key Government Finance, Inc. ("Lessor") and San Mateo County ("Lessee"), is intended to modify and supplement the Master Tax-Exempt Lease/Purchase Agreement between Lessor and Lessee dated 3/28/2006 (the "Agreement"). Capitalized terms not otherwise defined herein shall have the meanings set forth in the Agreement.

Section 2.01 is hereby amended and restated in its entirety as follows:

2.01 Property Schedules Separate Financings. Each Property Schedule executed and delivered under this Agreement shall be treated as a separate financing, distinct from other Property Schedules. Without limiting the foregoing, upon the occurrence of an Event of Default or an Event of Nonappropriation with respect to a Property Schedule, Lessor shall have the rights and remedies specified herein with respect to the Property financed and the Rental Payments payable under such Property Schedule, and except as expressly provided in Section 12.02 below, Lessor shall have no rights or remedies with respect to Property financed or Rental Payments payable under any other Property Schedules unless an Event of Default or Event of Nonappropriation has also occurred under such other Property Schedules. Property Schedules completed under this Agreement shall have an aggregate principal amount not to exceed \$5,000,000, unless approved in writing by Lessee and Lessor. Property Schedules completed under this Agreement shall not have a Commencement Date earlier than 3/28/2006 or later than 3/27/2011, unless extended by Lessee and Lessor.

IN THE EVENT of any inconsistency between the terms and conditions of the Agreement and this Addendum No. 1, the terms and conditions of this Addendum No. 1 shall govern.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Addendum to be executed in their names by their duly authorized representatives as of the date first above written.

Lessor: Key Government Finance, Inc.
By:
Name:
Title:

Lessee: San Mateo County
By:
Name:
Title:

Attest
By:
Name:
Title: