

**FIRST AMENDMENT TO AGREEMENT
BETWEEN THE COUNTY OF SAN MATEO AND
7TH AVENUE CENTER, LLC**

THIS FIRST AMENDMENT TO THE AGREEMENT, entered into this _____ day of _____, 20____, by and between the COUNTY OF SAN MATEO, hereinafter called "County," and 7TH AVENUE CENTER, LLC hereinafter called "Contractor";

W I T N E S S E T H:

WHEREAS, pursuant to Government Code, Section 31000, County may contract with independent contractors for the furnishing of such services to or for County or any Department thereof;

WHEREAS, the parties entered into an Agreement ("Original Agreement") for professional services on May 20, 2008 for a maximum obligation of \$1,040,250; and

WHEREAS, the parties wish to amend the Agreement to increase the Agreement maximum by \$220,000 to a new maximum of \$1,260,250.

WHEREAS, the parties wish to Amendment and clarify that Original Agreement.

NOW, THEREFORE, IT IS HEREBY AGREED BY THE PARTIES HERETO AS FOLLOWS:

1. Paragraph 3. Payments is hereby deleted and replaced with the Paragraph 3. Payments below:

In consideration of the services provided by Contractor in accordance with all terms, conditions and specifications set forth herein and in Exhibit "A," County shall make payment to Contractor based on the rates and in the manner specified in Exhibit "B." The County reserves the right to withhold payment if the County determines that the quantity or quality of the work performed is unacceptable. In no event shall the County's total fiscal obligation under this Agreement exceed ONE MILLION TWO HUNDRED SIXTY THOUSAND TWO HUNDRED FIFTY DOLLARS (\$1,260,250).

2. Exhibit A is hereby deleted and replaced with the Exhibit A attached hereto.
3. Exhibit B is hereby deleted and replaced with the Exhibit B attached hereto.

4. All other terms and conditions of the Original Agreement between the County and Contractor shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto, by their duly authorized representatives, have affixed their hands.

COUNTY OF SAN MATEO

By: _____
President, Board of Supervisors
San Mateo County

Date: _____

ATTEST:

By: _____
Clerk of Said Board

7TH AVENUE CENTER, LLC

Contractor's Signature

Date: _____