

**FIRST ADDENDUM TO AGREEMENT BY AND BETWEEN THE COUNTY OF MARIN
AND NAVIGANT CONSULTING, INC. ORIGINALLY DATED NOVEMBER 14, 2006
REGARDING COMMUNITY CHOICE AGGREGATION**

THIS FIRST ADDENDUM is made and entered into this 5th day of February 2008, by and between the COUNTY OF MARIN, a political subdivision of the State of California (hereinafter referred to as "County") and Visible Strategies, Inc. (hereinafter referred to as "Contractor").

RECITALS

WHEREAS, the County and the Contractor entered into an agreement for Professional Services dated November 14, 2006 ("Agreement"); and

WHEREAS, the agreement obligated the Contractor to conduct Phase II study of Community Choice Aggregation;

WHEREAS, the parties now desire to further amend the agreement to reflect a modification in the contract time of agreement that was in the original contract;

NOW, THEREFORE, the parties agree to modify, Section 5 "Time of Agreement" and Exhibit A "Scope of Service".

AGREEMENT

1. Section 5 is hereby amended to read as follows:

This Agreement shall commence on November 14, 2006 and shall terminate on December 31, 2008. This extends the time of agreement by a total of twelve months.

2. Exhibit A is hereby amended to:

- Expand the scope of work to include a Task 4, the development of an Alternative Supply Plan for 100% Renewable Energy
- Remove Task 7.2, Filing and Support of the Implementation Plan

3. Exhibit B is hereby amended to:

- Amend the description for Task 4 to read "Alternative Supply Plan for 100% Renewable Energy"

IN WITNESS WHEREOF, the parties hereto have executed this First Addendum on the day first written above.

"County"

"Contractor"

County of Marin

By: _____
Steve Kinsey
President, Board of Supervisors

John Dalessi, Navigant Consulting, Inc.