

**PROFESSIONAL SERVICES AGREEMENT BETWEEN  
NORTHERN CALIFORNIA POWER AGENCY  
AND THE CITIES OF PALO ALTO AND SANTA CLARA  
(THE "BAY AREA MUNICIPAL TRANSMISSION SERVICES AGREEMENT" OR "BAMx  
AGREEMENT")**

**AMENDMENT NO. 1**

This Amendment No. 1 ("Amendment No. 1") to the Professional Services Agreement between the Northern California Power Agency ("NCPA"), a joint powers agency, and the Cities of Palo Alto and Santa Clara (each referred to as a "Contracting Member" and jointly referred to as "Contracting Members" or "BAMx Participants"), each individually a "Party" and collectively the "Parties", dated as of July 1, 2017, as such may be amended from time to time, (the "Agreement") is made this \_\_\_\_ day of \_\_\_\_\_, 20\_\_ with reference to the following facts, among other:

- A. Pursuant to the terms and conditions of the Agreement, NCPA provides Services to the Contracting Members.
- B. Pursuant to Section 4.2 of the Agreement, the term of the Agreement shall begin on the Effective Date of the Agreement, and shall end on June 30, 2020.
- C. The Parties desire to amend the Agreement to extend the term of the Agreement to end on December 31, 2020.

NOW THEREFORE, THE PARTIES AGREE as follows:

- 1. Section 4.2 of the Agreement is deleted in its entirety and replaced with the following:

Term. The term of this Agreement shall begin on the Effective Date and shall end on December 31, 2020.

Except as otherwise specifically provided herein, all other terms and conditions of the Agreement remain in full force and effect.

IN WITNESS WHEREOF, the Parties have caused this Amendment No. 1 to be duly executed by and through their respective authorized representatives as of the date hereinabove written.

**NORTHERN CALIFORNIA POWER AGENCY**

\_\_\_\_\_  
RANDY S. HOWARD, General Manager

Attest:

\_\_\_\_\_  
Assistant Secretary of the Commission

Approved as to Form:

\_\_\_\_\_  
General Counsel

**CONTRACTING MEMBERS:**

**CITY OF PALO ALTO**

**CITY OF SANTA CLARA**

\_\_\_\_\_  
Attest:

\_\_\_\_\_  
Attest:

\_\_\_\_\_  
Approved as to Form:

\_\_\_\_\_  
Approved as to Form:

\_\_\_\_\_  
City Attorney