

**FIRST AMENDMENT TO PERMIT AGREEMENT
No. 5387**

This First Amendment to Permit Agreement ("Amendment"), dated for reference purposes only as of August 9, 2016, is by and between the COUNTY OF SAN MATEO, a political subdivision of the State of California ("County" or "Permitter"), and PACIFIC GAS AND ELECTRIC COMPANY ("Permittee").

Recitals

A. As authorized by San Mateo County Resolution No. 74061, County and Permittee entered into a Permit Agreement dated for reference purposes as of August 19, 2015 (the "Permit") for use of a portion of the Tower Road Complex located in San Mateo, California, consisting of unimproved land (the "Premises") for the storage, staging, and parking area for activities associated with the Line 109 Pipeline Replacement Project.

B. County and Permittee desire to amend the Permit to extend the term and increase the Base Permit Fee, otherwise under the terms and conditions set forth in the Permit.

Agreement

For good and valuable consideration as hereinafter set forth, the sufficiency of which is hereby acknowledged, the parties agree as follows:

1. **Term.** Section 5 (Term) is hereby amended to extend the expiration date to December 31, 2017, and Section 7 (Extension Option) is hereby deleted in its entirety.
2. **Base Permit Fee.** Notwithstanding any other references to or definition of the Base Permit Fee in the Permit, the Base Permit Fee shall be \$27,557.60 effective October 1, 2016.
3. **Fee Adjustment Dates.** Notwithstanding any other references to or definition of the Fee Adjustment Dates in the Permit, the Fee Adjustment Dates shall be October 1, 2017.
4. **Early Termination.** Section 20 of the Permit entitled "EARLY TERMINATION" is hereby deleted in its entirety and replaced with the following:

"20 EARLY TERMINATION

Either party shall have the option to terminate this Permit at any time, at will and without cause by giving notice to the other party one hundred twenty (120) days in advance."

5. **Effective Date; Approval.** This Amendment shall become effective when the County Board of Supervisors adopts a resolution authorizing the execution of this

Amendment, and this Amendment is duly executed by the County and delivered to Permittee.

NOTWITHSTANDING ANYTHING TO THE CONTRARY CONTAINED IN THIS AMENDMENT, PERMITTEE ACKNOWLEDGES AND AGREES THAT NO OFFICER OR EMPLOYEE OF COUNTY HAS AUTHORITY TO COMMIT COUNTY HERETO UNLESS AND UNTIL THE COUNTY BOARD OF SUPERVISORS HAS ADOPTED A RESOLUTION AUTHORIZING THE EXECUTION OF THIS AMENDMENT TO THE PERMIT. THEREFORE, ANY OBLIGATIONS OR LIABILITIES OF COUNTY HEREUNDER ARE CONTINGENT UPON ADOPTION OF SUCH A RESOLUTION, AND THIS AMENDMENT SHALL BE NULL AND VOID UNLESS THE BOARD OF SUPERVISORS ADOPTS A RESOLUTION AUTHORIZING THE EXECUTION OF THIS AMENDMENT. APPROVAL OF THIS AMENDMENT BY ANY DEPARTMENT, COMMISSION OR AGENCY OF COUNTY SHALL NOT BE DEEMED TO IMPLY THAT SUCH RESOLUTION WILL BE ADOPTED, NOR WILL ANY SUCH APPROVAL CREATE ANY BINDING OBLIGATIONS ON COUNTY.

6. **Counterparts.** This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.
7. **No Further Amendments; Conflicts.** All the terms and conditions of the Permit remain in full force and effect except as expressly amended herein. The Permit as amended by this Amendment constitutes the entire agreement between County and Permittee and may not be modified except by an instrument in writing duly executed by the parties hereto. In the event of any conflict between the terms of the Permit and the terms of this Amendment, the terms of this Amendment shall control.

Balance of Page Intentionally Blank

County and Permittee have executed this First Amendment to Permit Agreement as of the date first written above.

PERMITTEE:
PACIFIC GAS AND ELECTRIC COMPANY

By: _____

Title: _____

COUNTY:
COUNTY OF SAN MATEO,
a political subdivision of the State of California

By: _____

Warren Slocum
President, Board of Supervisors

Attest:

Clerk of the Board

Resolution No.: _____