

**FIRST AMENDMENT TO GENERAL COUNSEL LEGAL SERVICES AGREEMENT BETWEEN
CITY OF CLAYTON/CLAYTON SUCCESSOR AGENCY/OAKHURST GEOLOGICAL HAZARD
ABATEMENT DISTRICT AND BEST BEST & KRIEGER LLP**

This First Amendment to the General Counsel Legal Services Agreement ("First Amendment") is entered into on July 1, 2016 by and amongst the City of Clayton ("City"), the Clayton Successor Agency ("Agency"), the Oakhurst Geological Hazard Abatement District ("GHAD") (collectively, the "Client") and Best Best & Krieger LLP, a limited liability partnership, engaged in the practice of law ("BB&K").

RECITALS

A. WHEREAS, in 2011, Client and BB&K entered into that certain General Counsel Legal Services Agreement to perform all necessary legal services for the Client ("Agreement").

B. WHEREAS, Client and BB&K now desire to amend the Agreement to amend the compensation and update the type of services provided.

NOW, THEREFORE, Client and BB&K for good and valuable consideration, the sufficiency and receipt of which the parties hereby acknowledge agree as follows:

1. Section 3.7.2 of the Agreement is hereby amended in its entirety to read as follows:

"3.7.2 Basic Legal Services - Retainer. The Client shall pay for Basic Legal Services at the fixed monthly retainer amount of Eight Thousand Five Hundred Dollars (\$8,500) per month (estimated at an average of 40 to 45 hours per month) for basic legal services, which shall include 3 hours per month of Code Enforcement special legal services."

2. Section 3.7.3(d) is hereby amended in its entirety to read as follows:

"(d) Redevelopment, Successor Agency, and Housing Issues;"

3. Section 3.7.4 of the Agreement is hereby amended in its entirety to read as follows:

"3.7.4 Special Legal Services – Rates. The Client shall pay for Special Legal Services at the following rates:

Partners/Of Counsel/Associate Attorneys	\$295
Paralegal/Law Clerks	\$160."

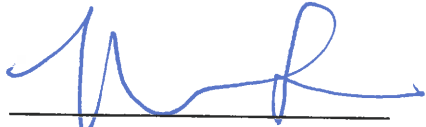
4. Except as otherwise specifically set forth in this First Amendment, the remaining provisions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed this First Amendment to the General Counsel Legal Service Agreement on the date above written.

CITY OF CLAYTON, CA

By: 
Howard Geller, Mayor

BEST BEST & KRIEGER LLP

By: 
Malathy Subramanian, Partner

CLAYTON SUCCESSOR AGENCY

By: 
Howard Geller, Chair

OAKHURST GEOLOGICAL HAZARD ABATEMENT DISTRICT

By: 
Keith Haydon, Chair