

**SECOND AMENDMENT TO EXECUTIVE DIRECTOR SERVICES AGREEMENT**

This Second Amendment to EXECUTIVE DIRECTOR SERVICES AGREEMENT ("Second Amendment") is made and entered into as of July 23, 2015 by and between the South Bay Cities Council of Governments, a joint powers authority ("SBCCOG") and Jacki Bacharach & Associates (JB&A), a sole proprietorship ("Contractor").

**RECITALS:**

A. The parties previously entered into an Executive Director Services Agreement dated July 1, 2013 ("Agreement"), wherein the SBCCOG retained the services of Contractor to serve as its Executive Director.

B. The parties now desire to make adjustments to the amount of compensation.

**NOW THEREFORE**, in consideration of the foregoing, the Agreement is amended as follows:

1. Paragraph 3.1 of Exhibit A to the Agreement (Scope of Services) is amended to read as follows:

3.1 Amount. Compensation under this Agreement shall not exceed \$421,659 for the general operations of the SBCCOG for the remaining Term with an annual review by the Board of Directors during the budget deliberations.

In all other respects, the Agreement as amended is hereby reaffirmed and in full force and effect.

Jacki Bacharach & Associates,  
a sole proprietorship

By: \_\_\_\_\_  
Jacki Bacharach, Principal

South Bay Cities Council of Governments,  
a joint powers authority

By: \_\_\_\_\_  
Chair

ATTEST:

\_\_\_\_\_  
Secretary