

**FIRST AMENDMENT TO THE
GAS SERVICES AGREEMENT**

31076

This First Amendment to the Gas Services Agreement ("First Amendment") dated and effective as of March 31, 2012 is by and between **SHELL ENERGY NORTH AMERICA (US) L.P.**, ("Shell Energy") and the **CITY OF LONG BEACH** ("Long Beach"). Shell Energy and Long Beach may be referred to herein collectively as the "Parties" and singularly as a "Party."

WHEREAS, the Parties have entered into that certain Gas Services Agreement effective as of April 1, 2009, hereinafter referred to as the "Contract"; and

WHEREAS, the Parties desire to amend the Contract under the terms of this First Amendment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein and in the Contract, the Parties hereto do hereby covenant and agree as follows:


In Article 4.1 (Term), the term of the Contract shall be extended for an additional three (3) years by deleting the date "March 31, 2012" and replacing it with "March 31, 2015."

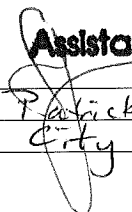
This First Amendment shall be effective as of March 31, 2012.

Except as expressly amended by this First Amendment, the Contract shall remain in full force and effect and in accordance with its terms and conditions.


IN WITNESS WHEREOF, the Parties hereto have caused this First Amendment to be executed on its behalf by its duly authorized officer, all as of the date first written above.

SHELL ENERGY NORTH AMERICA (US), L.P. **CITY OF LONG BEACH**

BY: 
NAME: EDWARD BROWN
TITLE: VICE PRESIDENT

BY: 
NAME: Patrick H. West
TITLE: City Manager

EXECUTED PURSUANT
TO SECTION 301 OF
THE CITY CHARTER.
APPROVED AS TO FORM

3-21-2012
ROBERT E. MANNON, City Attorney
By 
RICHARD ANTHONY
DEPUTY CITY ATTORNEY