

**SECOND AMENDMENT TO THE  
GAS SERVICES AGREEMENT**

**31076**

This Second Amendment to the Gas Services Agreement ("Second Amendment") dated February 27, 2015 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 amended the Contract pursuant to the First Amendment to the Gas Services Agreement dated and effective as of March 31, 2015 (the "First Amendment"); and

WHEREAS, the Parties desire to further amend the Contract under the terms of this Second 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, 2015" and replacing it with "March 31, 2018."

This Second Amendment shall be effective as of March 31, 2015.

Except as expressly amended by this Second 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 Second 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**

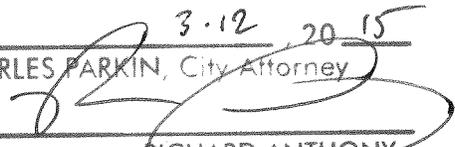
BY:   
NAME: Edward Brown  
TITLE: VICE PRESIDENT

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

EXECUTED PURSUANT  
TO SECTION 301 OF  
THE CITY CHARTER.

APPROVED AS TO FORM

3.12.2015  
CHARLES PARKIN, City Attorney

By   
RICHARD ANTHONY  
DEPUTY CITY ATTORNEY