

**AMENDMENT TO
GAS SERVICES AGREEMENT
(Amendment No. 4)**

31076

THIS AMENDMENT TO GAS SERVICES AGREEMENT ("Amendment") is made and entered into as of January 31, 2021 (the "Effective Date"), by and between Shell Energy North America (US), L.P. ("Shell Energy") and City of Long Beach ("Long Beach"). The parties to this Amendment are referred to herein together as the "Parties" and individually as a "Party."

Recitals:

WHEREAS, the Parties have previously entered into that certain Gas Services Agreement effective as of April 1, 2009, as such may have been amended, modified or restated from time to time (collectively, the "Agreement"); and

WHEREAS, the Parties have now agreed to amend certain provisions of the Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. **Amendment of the Agreement.** Effective as of the Effective Date, the following provisions set forth in the Agreement shall be and are hereby amended as follows:

(a) In Article 4.1 (Term), the term of the Agreement shall be extended for an additional three (3) years by deleting the date "March 31, 2021" and replacing it with "March 31, 2024."

2. **Representations.** Each Party hereby represents and warrants to the other Party that:

(a) it has the full power and authority to execute and deliver this Amendment and to perform all of its obligations hereunder;

(b) its obligations under the Agreement, as amended hereby, constitute its legal, valid and binding obligations, enforceable in accordance with its respective terms (subject to applicable bankruptcy, reorganization, insolvency, moratorium or similar laws affecting creditors' rights generally and subject, as to enforceability, to equitable principles of general application (regardless of whether enforcement is sought in a proceeding in equity or at law)).

(c) all representations contained in the Agreement, as amended, are true and accurate as of the date of this Amendment and that such representations are deemed to be given or repeated by each Party, as the case may be, on the date of this Amendment.

3. Miscellaneous.

(a) *Definitions.* Capitalized terms used and not otherwise defined herein shall have the meanings specified in the Agreement.

(b) *Entire Agreement.* This Amendment constitutes the entire agreement and understanding of the Parties with respect to its subject matter and supersedes all oral communication and prior writings (except as otherwise provided herein) with respect thereto. Except as expressly set forth in this Amendment, all other provisions of the Agreement remain unchanged, in full force and effect, and shall be binding upon the Parties, their representatives, successors and assigns.

(c) *Counterparts.* This Amendment may be executed in as many counterparts as are necessary and all executed counterparts together shall constitute one and the same Amendment. The electronic transmission of a signed original counterpart of this Amendment and transmission, or re-transmission, of an electronically-signed counterpart shall be deemed to be the same as delivery of a signed original counterpart of this Amendment. At the request of either Party, the Parties will confirm an electronically signed or transmitted counterpart by signing an original counterpart for delivery between them by mail or courier service; provided, however, a Party's failure to so confirm such a counterpart shall not affect the validity and enforceability of this Amendment.

(d) *Governing Law.* This Amendment shall be governed by and construed in accordance with the applicable law governing the Agreement.

IN WITNESS WHEREOF, the Parties have executed this Amendment on the dates specified below with effect from the Effective Date.

CITY OF LONG BEACH
EXECUTED PURSUANT
TO SECTION 301 OF
THE CITY CHARTER

By: Linda F. Tatum

Name: LINDA F. TATUM

Title: ASST CITY MANAGER

Date: 4/23/2021

SHELL ENERGY NORTH
AMERICA (US), L.P.

DocuSigned by:
David Yell
By: 89ED8C0EE4E744D

Name: David Yell

Title: Attorney in Fact

Date: 5/5/2021

APPROVED AS TO FORM

3.10.2021
CHARLES PARKIN, City Attorney

By: [Signature]

RICHARD ANTHONY
DEPUTY CITY ATTORNEY

(11) SENA/SENAC (050317)