OFFICE OF THE CITY ATTORNEY CHARLES PARKIN, City Attomey 333 West Ocean Boulevard, 11th Floor Long Beach, CA 90802-4664

SECOND AMENDMENT TO AGREEMENT NO. 32705

THIS SECOND AMENDMENT TO AGREEMENT NO. 32705 is made and entered, in duplicate, as of July 15, 2014 for reference purposes only, pursuant to a minute order adopted by the City Council of the City of Long Beach at its meeting on July 1, 2014, by and between MERRIMAC PETROLEUM, INC. DBA MERRIMAC ENERGY GROUP, a California corporation ("Contractor"), with a place of business located at 1240 E. Wardlow Road, Long Beach, California 90807, and the CITY OF LONG BEACH ("City"), a municipal corporation.

WHEREAS, the City desires to purchase unleaded and diesel fuel; and
WHEREAS, the parties entered Agreement No. 32705 whereby Contractor
agreed to provide unleaded and diesel fuel; and

WHEREAS, the parties desire to extend the term and add \$2,000,000 for a total not to exceed amount of \$13,000,000;

NOW, THEREFORE, in consideration of the mutual terms, covenants, and conditions in Agreement No. 32705 and herein, the parties agree as follows:

- 1. Section 1.B. of Agreement No. 32705 is hereby amended in its entirety to read as follows:
- "B. Contractor shall sell, furnish and deliver to the City unleaded and diesel fuel of substantially the same type and kind purchased by the Saddleback Valley Unified School District on the same terms and conditions offered to the Saddleback Valley Unified School District, except as modified by Exhibit "B" attached hereto and incorporated in this Agreement, for an amount not to exceed Thirteen Million Dollars (\$13,000,000), including tax and shipping. The term of this Agreement shall commence at midnight on July 24, 2012, and shall terminate at 11:59 p.m. on December 31, 2014. To the extent that the SVUSD Agreement and this Agreement are inconsistent, the following priority shall govern: (1) this Agreement and (2) the SVUSD Agreement."
 - 2. Except as expressly amended in this Second Amendment, all terms