

**FIRST AMENDMENT TO AGREEMENT NO. 33374**

33374

THIS FIRST AMENDMENT TO AGREEMENT NO. 33374 is made and entered, in duplicate, as of March 25, 2015, for reference purposes only, pursuant to a minute order adopted by the City Council of the City of Long Beach at its meeting held on March 4, 2014, by and between AIRSPACE, LLC A California Limited Liability Corporation ("Airspace"), and the CITY OF LONG BEACH, a municipal corporation ("City").

3 / WHEREAS, City and Airspace entered into an Agreement dated  
31/15 (the "Agreement") for the purchase of Jet Fuel A; and

WHEREAS, City and Airspace now desire to amend the Agreement to reflect City's exercise of its first option to extend the term of the Agreement for one (1) additional year;

NOW, THEREFORE, in consideration of the terms and conditions contained herein, the City and Airspace agree as follows:

1. This Amendment shall be effective as of the date on which this Amendment is executed by both parties (the "Effective Date").

2. Pursuant to the exercise of City's first option to extend the term of the Agreement for one (1) additional one-year period, under Section 3 of the Agreement, the term of the Agreement shall expire on April 6, 2016. City has one (1) additional remaining option under Section 3 of the Agreement to extend the term.

3. Except as expressly amended in this First Amendment, all terms and conditions in Agreement No. 33374 are ratified and confirmed and shall remain in full force and effect.

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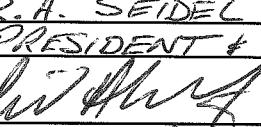
IN WITNESS WHEREOF, the parties have caused this document to be duly  
executed with all formalities required by law as of the date first stated above.

AIRSPACE, LLC, A CALIFORNIA  
LIMITED LIABILITY CORPORATION

3.25.15, 2015

By   
Name R.A. SEIDEL  
Title PRESIDENT & CEO

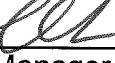
3/31/15, 2015

By   
Name Schuyler Ashby  
Title CEO

"Airspace"

CITY OF LONG BEACH, a municipal  
corporation

By   
EXECUTED PURSUANT  
TO SECTION 301 OF  
THE CITY CHARTER.  
City Manager

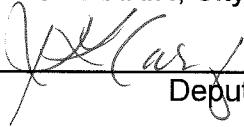
  
Assistant City Manager

"City"

This First Amendment to Agreement No. 33374 is approved as to form on

April 27, 2015.

CHARLES PARKIN, City Attorney

By   
Deputy