

**FIRST AMENDMENT TO THE LEGAL SERVICES AGREEMENT
BETWEEN THE COUNTY OF SANTA CLARA AND
MORGAN, FRANICH, FREDKIN & MARSH**

WHEREAS, the County of Santa Clara ("County") and Morgan, Franich, Fredkin & Marsh ("Contractor") entered into an Agreement ("Agreement") effective August 4, 2007, whereunder County employs Contractor to provide legal services to County with respect to litigated matters; and

WHEREAS, County and Contractor desire to amend the Agreement to increase the maximum compensation by \$200,000;

NOW THEREFORE, the parties agree to amend the Agreement as follows:

1. Section 3 regarding Compensation of Contractor is hereby modified to increase the total compensation for services and reimbursable expenses pursuant to the Agreement to not to exceed \$400,000. All other terms and conditions of Section 3 remain unchanged.


Except as provided herein, all other provisions of the Agreement shall remain in full force and effect.

COUNTY OF SANTA CLARA

MORGAN, FRANICH, FREDKIN & MARSH



ANN MILLER RAVEL
County Counsel
Date:



MARK B. FREDKIN, ESQ.
Partner
Date:

APPROVED AS TO FORM AND
LEGALITY:

OFFICE OF THE COUNTY EXECUTIVE



KRISTIN W. BAKER
Deputy County Counsel
Date: 8/21/08



GARY A. GRAVES
Assistant County Executive
Date: 8/28/08