AMENDMENT No. 1 TO THE
AGREEMENT FOR EMPLOYMENT SERVICES

This Agreement for Services ("Agreement") is made as of the date next to the last signature hereto (the "Effective Date") by and between San Luis Obispo County (hereinafter "County"), and **MarketCher** (hereinafter "Administrator") with reference to the following facts.

RECITALS

WHEREAS, on December 13, 2011, the County of San Luis Obispo entered into an Agreement for Special Services with Administrator wherein Administrator to perform specialized administrative services for the County and the San Luis Obispo Business Improvement District ("CBID"); and

WHEREAS, the Administrator has satisfactorily performed said services of the original agreement; and

WHEREAS, on November 20, 2013, the CBID Advisory Board approved recommending that the County continue to engage the services of the Administrator to provide administrative to the CBID; and

WHEREAS, the Administrator is willing, able and capable to provide the desired services to the County and CBID in accordance with the terms and conditions hereinafter set forth,

NOW THEREFORE, in consideration of the mutual covenants contained herein, the parties agree to this Amendment No. 1 to the Agreement for Special Services as follows:

A. Paragraph 5 (Term) is amended to *add* the following language:

The term of this Agreement shall be from be for twenty-four (24) months beginning January 1, 2014 and ending December 31, 2016 except in the event that the funding of the CBID through assessments upon the lodging businesses within its boundaries is not renewed for FY 2014-15 or FY 2015-16. At which time all work will cease, this Agreement shall be terminated and the Administrator will submit an invoice for work completed to date. The term may be extended by mutual written agreement of the parties herein.

B. All provisions of the Agreement not affected by this Amendment No. 1 shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment No. 1 to Agreement dated December 13, 2011 as set forth below.

MARKETCHER

By: _____
Cheryl Cuming

COUNTY OF SAN LUIS OBISPO

By: _____

AUTHORIZED BY BOARD ACTION

_____, 2013

ATTEST

By: _____
Clerk of the Board of Supervisors

DATED: _____

APPROVED AS TO FORM AND LEGAL EFFECT:
RITA L. NEAL
County Counsel

By: _____
Chief Deputy County Counsel

DATED: 12/4/13