

**AMENDMENT NO. 5
TO AGREEMENT FOR PROFESSIONAL SERVICES**

This document constitutes Amendment No. 5 entered into as of the 8th day of December, 2010, to the Professional Services Agreement entered into as of the 3rd day of December, 2007 by and between Marin Emergency Radio Authority hereinafter called "MERA" and Regional Government Services Authority, hereinafter called "RGS".

RECITALS

This Amendment is entered into with reference to the following facts and circumstances:

- A. MERA desires to extend the provisions of the Professional Services Agreement through December 31, 2011 and to continue the fee amount of \$7,500 per month to meet workload demands.

- C. RGS is desirous of this change as well.

Based upon the foregoing Recitals, MERA and RGS agree to the terms of services set forth in Exhibit A.

- D. All other terms and conditions of the Agreement shall remain in force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Professional Services Amendment to be executed on the date first above written by their respective officers duly authorized in that behalf.

DATED: _____

DATED: _____

MARIN EMERGENCY RADIO AUTHORITY

REGIONAL GOVERNMENT SERVICES
AUTHORITY

MERA Chair, Board of Directors

RGS Executive Director

APPROVED AS TO FORM

MERA General Counsel

EXHIBIT A

The extension of the current level of services and continuation of the monthly fee identified herein will be effective starting January 1, 2011 and continue until December 31, 2011.

The advance amount shall be \$7,500 per month and will continue at that rate for the remainder of this contract term.