

Fourth AMENDMENT TO CONSULTING SERVICES AGREEMENT

This Fourth Amendment to Consulting Services Agreement ("Fourth Amendment") is made and entered into as of June 29, 2006 by and between the South Bay Cities Council of Governments, a joint powers authority ("SBCCOG") and Jacki Bacharach & Associates, a sole proprietorship ("Consultant").

RECITALS:

A. The parties previously entered into a Consulting Services Agreement dated May 27, 2004 ("Agreement"), wherein the SBCCOG retained the services of Consultant to serve as its Executive Director,

B. The parties have previously amended this agreement on March 25, 2005, June 23, 2005 and March 10, 2006 making this the fourth amendment.

C. The parties now desire to make adjustments in the manner and amount of compensation and in the provisions addressing staffing.

D. Pursuant to Paragraph 2 of the Agreement, the parties now desire to add to the services provided by consultant to cover project management for project coordination services for the South Bay Cities Council of Governments West Basin Municipal Water District grant program funded by the West Basin Municipal Water District starting July 15, 2006 through June 30, 2007 and to provide additional compensation therefore.

AGREEMENT:

3. Paragraph 3 of the Agreement is amended to read as follows:

3.1 Amount. Compensation under this Agreement shall not exceed \$233,750 for the general operations of the SBCCOG. Separate payment for operations of the South Bay Energy Savings Center and fully funded by the grant from the Southern California Edison Company and the Gas Company as well as the West Basin Municipal Water District grant shall be based on actual monthly invoices submitted not to exceed the staffing budget in these grants. The amount of compensation shall be re-negotiated annually. A revised Exhibit A **is** attached hereto, incorporated herein by reference, and shall supersede the original Exhibit A.

3. In all other respects, the Agreement as amended is hereby

reaffirmed and in full force and effect.

Jacki Bacharach & Associates,
a sole proprietorship

By: _____
Jacki Bacharach, Principal

South Bay Cities Council of Governments,
a joint powers authority

By: _____
Susan Dever, Chair

ATTEST:

Merna Marshall, Secretary