

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

This document constitutes the Amendment No. 5 entered into as of the 18th day of November, 2010, to the Professional Services Agreement entered into as of the 1st day of December, 2007 by and between Marin General Services Authority hereinafter called "MGSA" and Regional Government Services Authority, hereinafter called "RGS". (See Exhibit A)

RECITALS

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

- A. MGSA desires to amend the provisions of the Professional Services Agreement to extend the services of the Executive Director.
- B. RGS is desirous of these changes as well.

Based upon the foregoing Recitals the MGSA and RGS agree to the terms of this amendment set forth in Exhibit A.

- C. All other terms and conditions of the Agreement and Amendment 1 through 4 shall remain in force and effect.

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

DATED: _____

DATED: _____

MARIN GENERAL SERVICES AUTHORITY

REGIONAL GOVERNMENT SERVICES
AUTHORITY

MGSA Chair, Board of Directors

RGS Executive Director

APPROVED AS TO FORM

MGSA General Counsel

EXHIBIT A

The term of the agreement for services for the Executive Director shall be extended until December 31, 2011.