

**AMENDMENT NO. 1 TO
AGREEMENT NO. 47235-4 BETWEEN THE
LOS ANGELES DEPARTMENT OF WATER AND POWER
AND
KPMG LLP**

THIS AMENDMENT NO.1 to Agreement No. 47235-4 is made and entered into by and between the City of Los Angeles, a municipal corporation acting by and through the Los Angeles Department of Water and Power (LADWP), and KPMG LLP (Consultant) are referred to under this Amendment as "Party" and collectively as the "Parties".

WHEREAS, effective April 24, 2014, LADWP and the Consultant entered into Agreement No. 47235-4, Annual Audits of the Financial Statements and Related services; and

WHEREAS, the Agreement was awarded for three-years and for an amount not-to-exceed \$4,657,500; and

WHEREAS, LADWP desires to add two (2) additional years and one (1) optional year and increase the not-to-exceed amount by \$7,205,100 from \$4,657,500 to \$11,862,600; and

NOW THEREFORE, BE IT RESOLVED, the Parties hereby agree to amend Agreement No. 47235-4 as follows:

Agreement for Services to Conduct Annual Audits of the Financial Statements and Perform Related Services
Page 3:

201. Term of the Agreement.

The term of this Agreement shall commence, provided the events identified in Exhibit E, PSC-4 have occurred, upon execution of this Agreement by all Parties hereto and shall terminate seventy-two (72) months thereafter, subject to the termination provisions herein. Performance shall not begin until the Consultant has obtained Department approval of insurance required herein.

301. Compensation.

301.1 Not-to-Exceed Amount

The total compensation that may be paid to the Consultant by the Department for complete and satisfactory performance of services under this Agreement shall not exceed Eleven Million Eight Hundred Sixty Two Thousand and Six Hundred Fifty Nine Dollars (\$11,862,600).

EXHIBIT A - Consultant Labor Rates and Fees


Year 4 through Year 6 labor rates and fees shall be hereby incorporated hereto.

1. Except as herein amended above, all other terms and conditions of Agreement No. 47235-4 shall remain in full force and effect.
2. This Amendment No. 1 is executed in one (1) original and one (1) duplicate original, each of which is deemed to be an original. This Amendment includes two pages.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment No.1 to be executed by their authorized representatives on the date written below by the last signatory.

DEPARTMENT OF WATER AND POWER
OF THE CITY OF LOS ANGELES BY
BOARD OF WATER AND POWER COMMISSIONERS
OF THE CITY OF LOS ANGELES

By: _____
DAVID H. WRIGHT
General Manager

APPROVED

DEC 08 2016
RICHARD TOM
ASSISTANT GENERAL COUNSEL

Date: _____

And: _____
BARBARA E. MOSCHOS
Secretary

KPMG LLP

By: 
Tracy D. Hensley
Partner

Title: Partner

Date: 12-13-16