

THIS THIRD AMENDMENT TO THE AGREEMENT TO DELIVER THE 2013-2014 COUNTY OF SANTA BARBARA EMPOWER ENERGY EFFICIENCY PROGRAM (the “emPower Funding Third Amendment”), by and between the County of Santa Barbara (the “County”) and Southern California Gas Company (“SoCalGas”), is effective as of January 1, 2017 (“emPower Funding Third Amendment Effective Date”). Initially capitalized terms used but not defined herein shall have the meaning ascribed to them in the Agreement (as defined in the Recitals), as amended by the First Amendment and Second Amendment (as defined in the Recitals).

RECITALS

WHEREAS, on May 10, 2012, the California Public Utilities Commission (the “Commission”) issued its Decision Providing Guidance On 2013-2014 Energy Efficiency Portfolios and 2012 Marketing, Education, and Outreach, which included the “continuation of successful financing programs that were originally supported by American Recovery and Reinvestment Act (“ARRA”) stimulus funding in 2011 and 2012 and implemented by third parties, local governments, and/or via the California Energy Commission”; and

WHEREAS, on November 8, 2012, the Commission issued its *Decision Approving 2013-2014 Energy Efficiency Programs and Budgets*, D. 12-11-015, which approved a portfolio of energy efficiency programs and budgets to be implemented in 2013-2014, including the Santa Barbara emPower Energy Efficiency Program (“Program”); and

WHEREAS, SoCalGas and the County entered into that certain Agreement to Deliver the 2013-2014 County of Santa Barbara Empower Energy Efficiency Program effective as of August 1, 2013 (the “Agreement”), which was amended by that certain First Amendment to the Agreement to Deliver the 2013-2014 County of Santa Barbara Empower Energy Efficiency Program effective as of December 17, 2014 (“First Amendment”) and that certain Second Amendment to the Agreement to Deliver the 2013-2014 County of Santa Barbara Empower Energy Efficiency Program effective as of January 1, 2016 (“Second Amendment”); and

WHEREAS, on October 24, 2014 the Commission issued its *Decision Establishing Energy Efficiency Savings Goals and Approving 2015 Energy Efficiency Programs and Budgets*, D.14-10-046 (“Decision”) which approved the extension providing funding to continue the Program beyond 2014; and

WHEREAS, consistent with the Decision, SoCalGas and the County wish to amend the Agreement: (1) to amend the Authorized Budget; and (2) to extend the Term of the Agreement; and

WHEREAS, this emPower Funding Third Amendment incorporates the terms and conditions set forth in the original Agreement, as modified by the First Amendment and Second Amendment, except as modified by this emPower Funding Third Amendment.

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

The Agreement is amended as follows:

1. In each instance in Subsections 9.1.1(d) and 9.1.4 of Section 9, LLR Credit Enhancement, delete the year “2016” and replace it with the year “2017”.

2. In each instance in Section 9.1.5 of Section 9.1, Overview, 9.3.2 of Section 9.3, Loan Loss Reserve Account Withdrawals, Section 11, END DATE FOR PROGRAM AND ADMINISTRATIVE ACTIVITIES, Section 12, FINAL INVOICES, and Section 25.1, delete the year “2017” and replace it with the year “2018.”
3. Delete Exhibit B in its entirety and replace it with the following:

**Exhibit B
Program Authorized Budget***

emPower Central Coast (Tri-County)	2013-2016 Total	2017	2013-2017* Total
Administration	\$567,055	\$204,275	\$771,330
WE&T	\$1,208,038	\$385,300	\$1,593,338
ME&O	\$2,761,654	\$425,702	\$3,187,356
Implementation	\$863,253	\$334,723	\$1,197,976
Credit Enhancement	\$1,000,000	-	\$1,000,000
Total	\$6,400,000	\$1,350,000	\$7,750,000.00

* These amounts represent the 2013-2017 Authorized Budget. The Authorized Budget does not reflect expended or unexpended funds.

4. Unless otherwise amended pursuant to this emPower Funding Third Amendment, all provisions of the Agreement shall remain unchanged and in full force and effect.
5. This emPower Funding Third Amendment may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall be deemed to be one and the same instrument.

[signature pages follow]

SIGNATURE PAGE

IN WITNESS WHEREOF, the Parties hereto have caused this emPower Funding Third Amendment to be executed by their duly authorized representatives as of the emPower Funding Third Amendment Effective Date.

ATTEST:
MONA MIYASATO
CLERK OF THE BOARD

COUNTY OF SANTA BARBARA:

By: _____
Deputy Clerk

By: _____
PETER ADAM
Chair, Board of Supervisors

APPROVED AS TO ACCOUNTING FORM:
THEO FALLATI
AUDITOR-CONTROLLER

BY: _____
Department Head

By: _____
Deputy Auditor- Controller

APPROVED AS TO FORM:
MICHAEL C. GHIZZONI
COUNTY COUNSEL

By: _____
Deputy County Counsel

APPROVED AS TO FORM:
RAY AROMATORIO, ARM, AIC
RISK MANAGEMENT

By: _____
Risk Manager

SOUTHERN CALIFORNIA GAS COMPANY

By: _____
Lisa Alexander

Title: Vice President of Customer Solutions and Communications

Date: _____