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**FIRST AMENDMENT TO AGREEMENT FOR LEGAL SERVICES
BETWEEN EL DORADO COUNTY AND EBBIN, MOSER & SKAGGS LLP**

This Amendment to Agreement is made and entered into between EL DORADO COUNTY ("County"), a political subdivision of the State of California, and Ebbin, Moser & Skaggs LLP ("Attorney"), a limited liability partnership duly authorized to do business in the State of California, whose address is 550 Montgomery Street, Suite 900, San Francisco, California 94111, effective on the date when fully executed by both parties hereto.

WITNESSETH

WHEREAS, County and Attorney entered into and Agreement for Legal Services on October 22, 2007; and,

WHEREAS, County and Attorney wish to amend that Agreement to provide for the ability of Attorney to subcontract for specialty consultant services.

NOW, THEREFORE, County and Attorney mutually agree as follows:

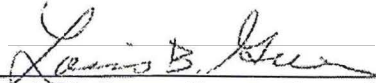
Section 1. This Amendment to Agreement shall become effective when fully executed by both parties.

Section 2. Section 8 of the Legal Services Agreement is hereby amended to read as follows:

8. Assignment and Delegation. Attorney is engaged by County for its unique qualifications and skills as well as those of its personnel. Attorney shall not subcontract, delegate or assign services to be provided, in whole or in part, to any other person or entity without prior written consent of County, which consent may be withheld without cause. Notwithstanding the foregoing, Attorney may subcontract for specialized consultants, such as biologists, with the written consent of County Counsel. Such subcontracts shall be within the contracted amounts, unless otherwise authorized by the Board of Supervisors.

Section 3. Except as specifically amended herein, all remaining terms of the Legal Services Agreement shall remain in force and effect.

Department Concurrence:

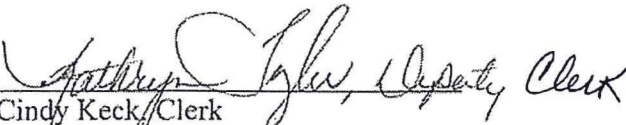

Louis B. Green, County Counsel

-COUNTY OF EL DORADO-

Dated: 7-1-08

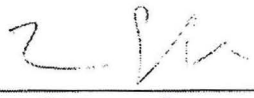

By: _____
RON BRIGGS, Vice Chairman
Board of Supervisors
"County"

ATTEST:


Cindy Keck, Clerk
Of the Board of Supervisors

-ATTORNEY-

Dated: 7/24/08


By: _____
"Attorney"