

PRIVILEGED AND CONFIDENTIAL CONTRACT

**City and County of San Francisco
Office of the City Attorney
City Hall, Room 234
1 Dr. Carlton B. Goodlett Place
San Francisco, California 94102-4685**

**SECOND AMENDMENT TO THE AGREEMENT BETWEEN
CITY AND COUNTY OF SAN FRANCISCO**

and

JEFFERIES LLC

THIS AMENDMENT is made as of _____, in San Francisco, California, by and between **Jefferies LLC**, a Delaware limited liability company (“Jefferies”), and the City and County of San Francisco, a municipal corporation (“City”), acting by and through its Office of the City Attorney (“City Attorney”).

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

Jefferies and the City entered into an Agreement dated May 17, 2019, and the parties want to modify the Agreement on the terms and conditions set forth herein [REDACTED]

Upon execution of this Amendment, the parties will continue performance of the Agreement under the revised terms contained herein.

NOW, THEREFORE, Jefferies and the City agree as follows:

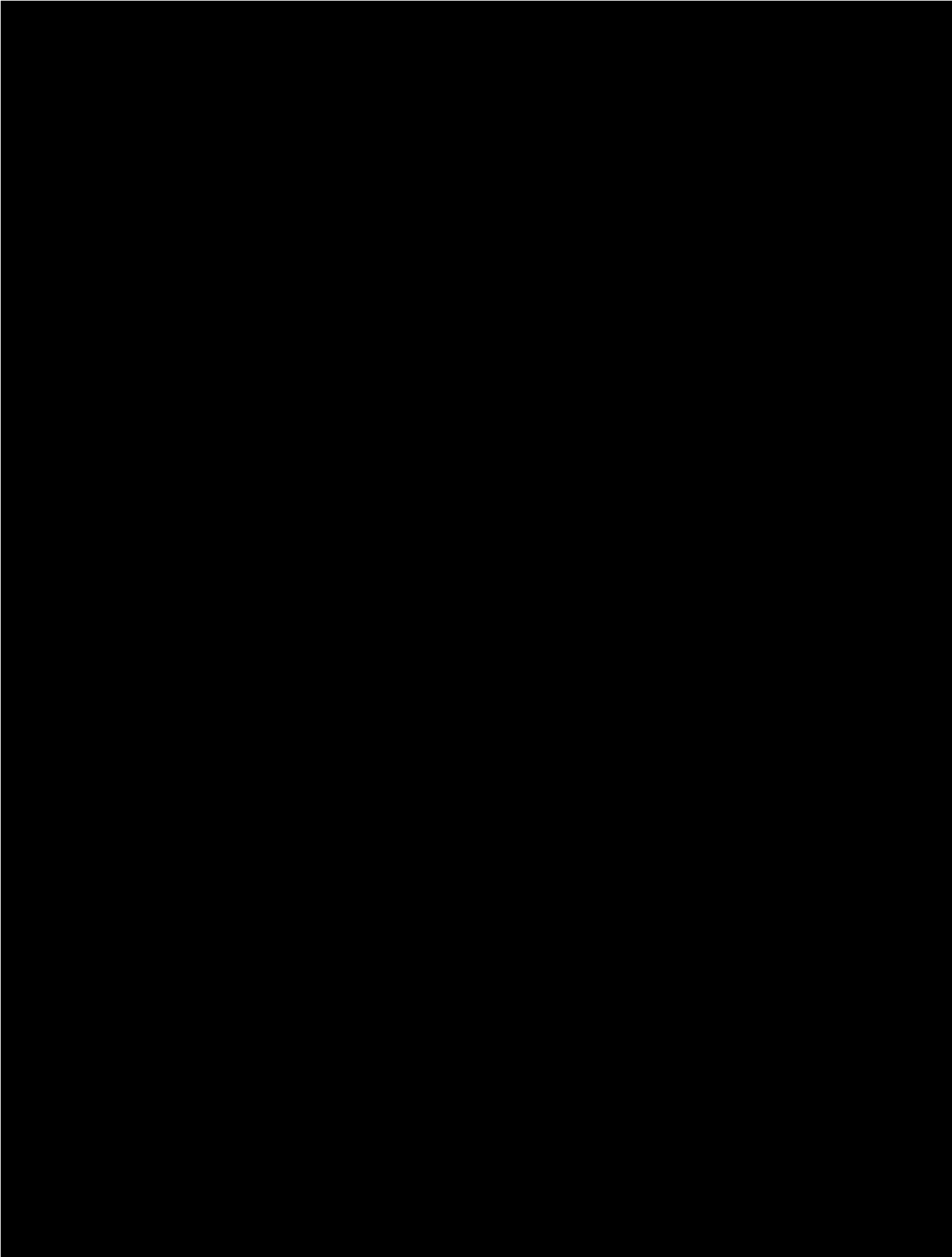
Article 1 Definitions

The following definitions shall apply to this Amendment:

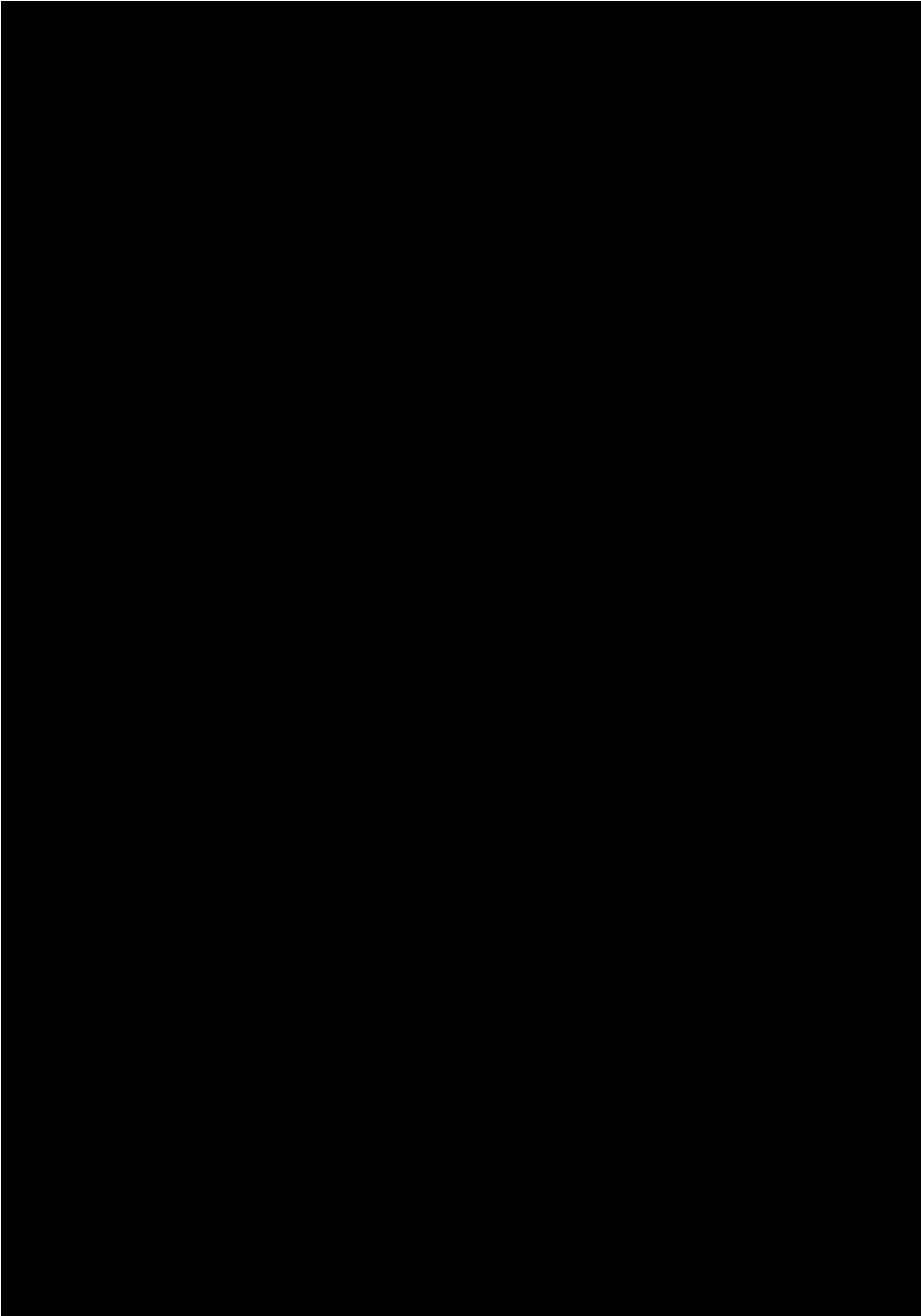
1.1 Agreement. The term “Agreement” shall mean the Agreement dated May 17, 2019. [REDACTED]

1.3 Other Terms. Terms used and not defined in this Amendment shall have the meanings assigned to such terms in the Agreement. [REDACTED]

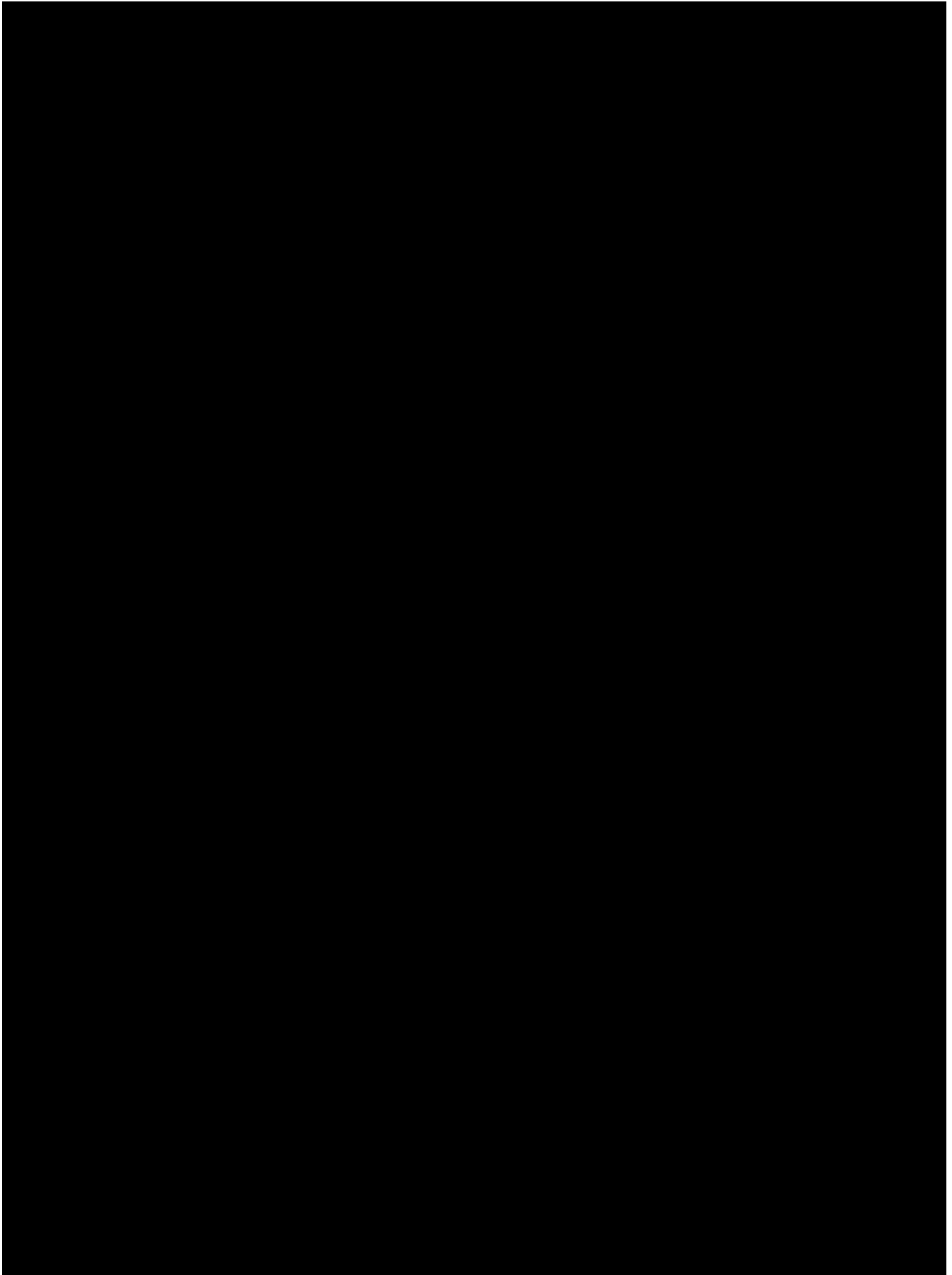
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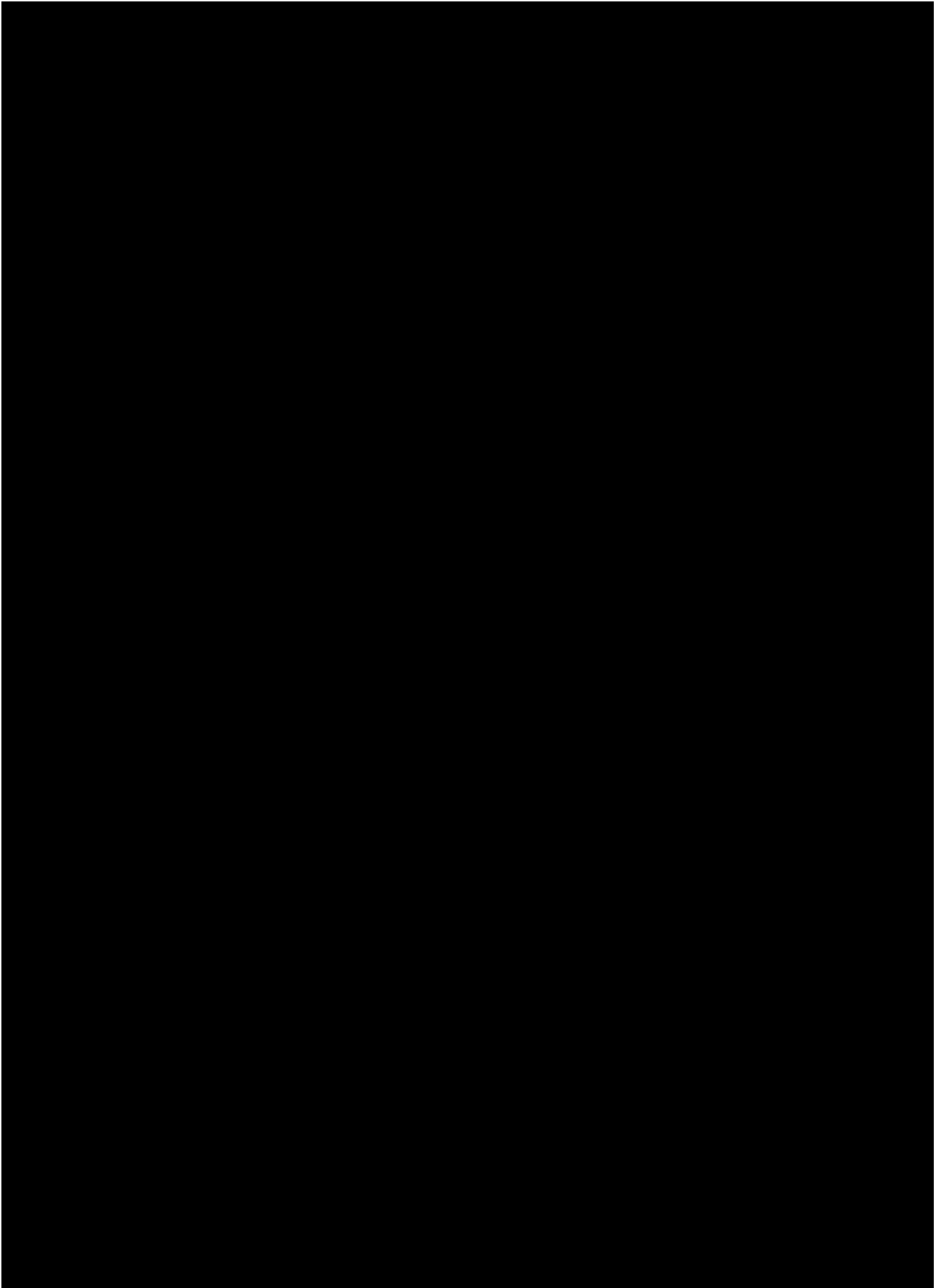
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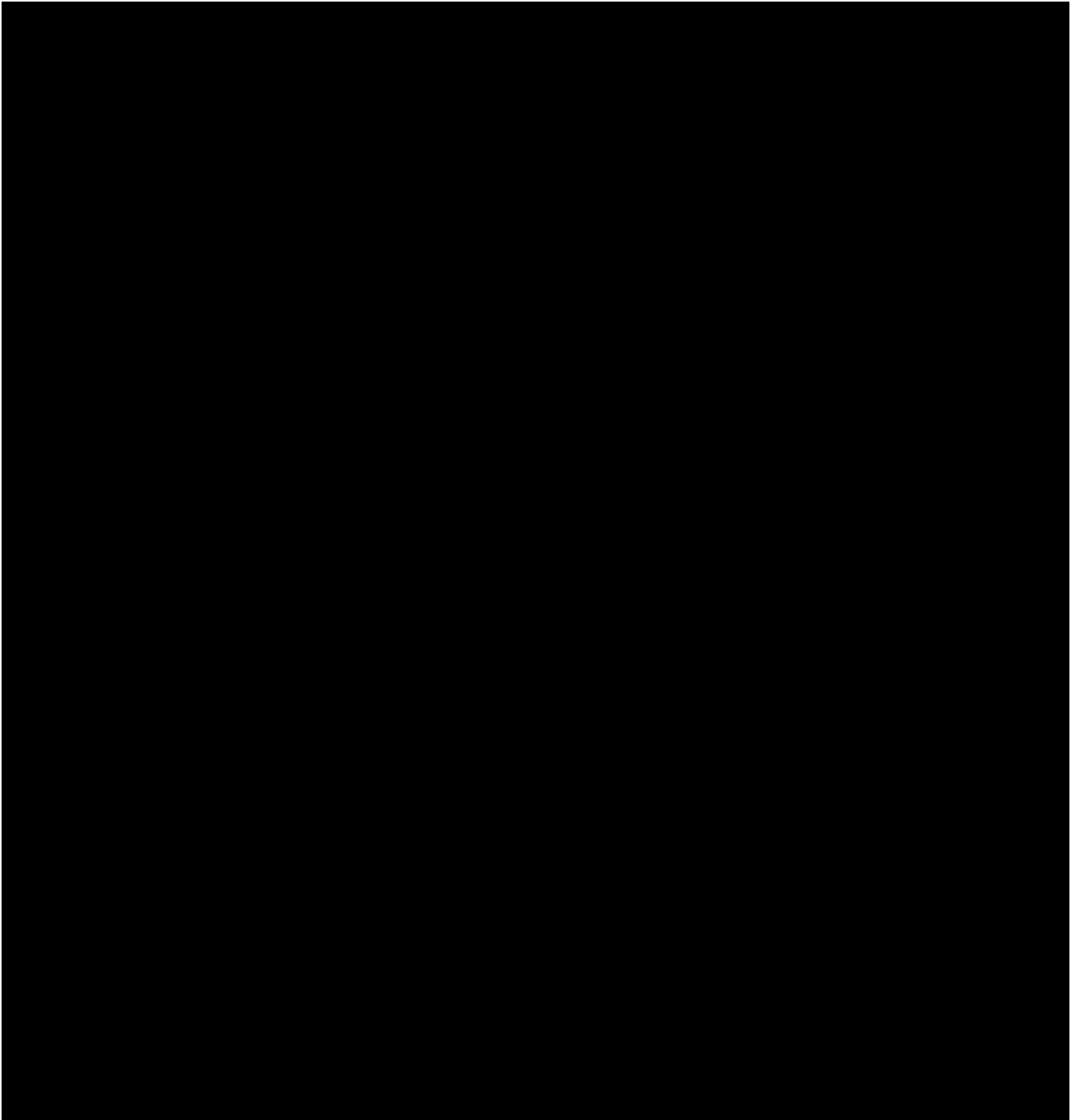


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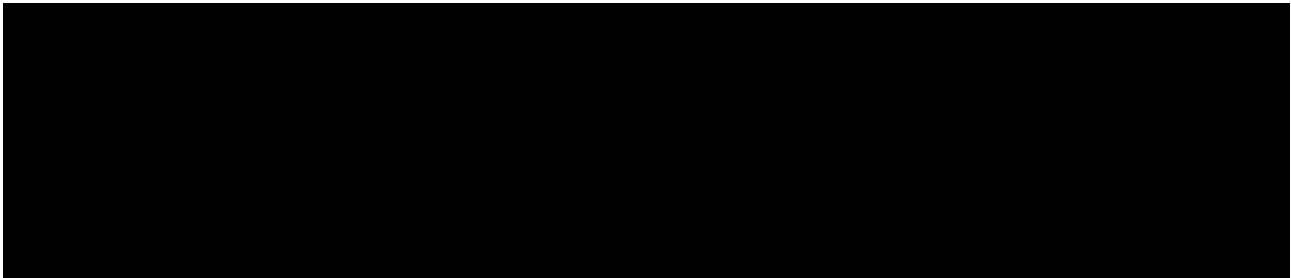


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2.2 2 Term. Section 2 Term currently reads:



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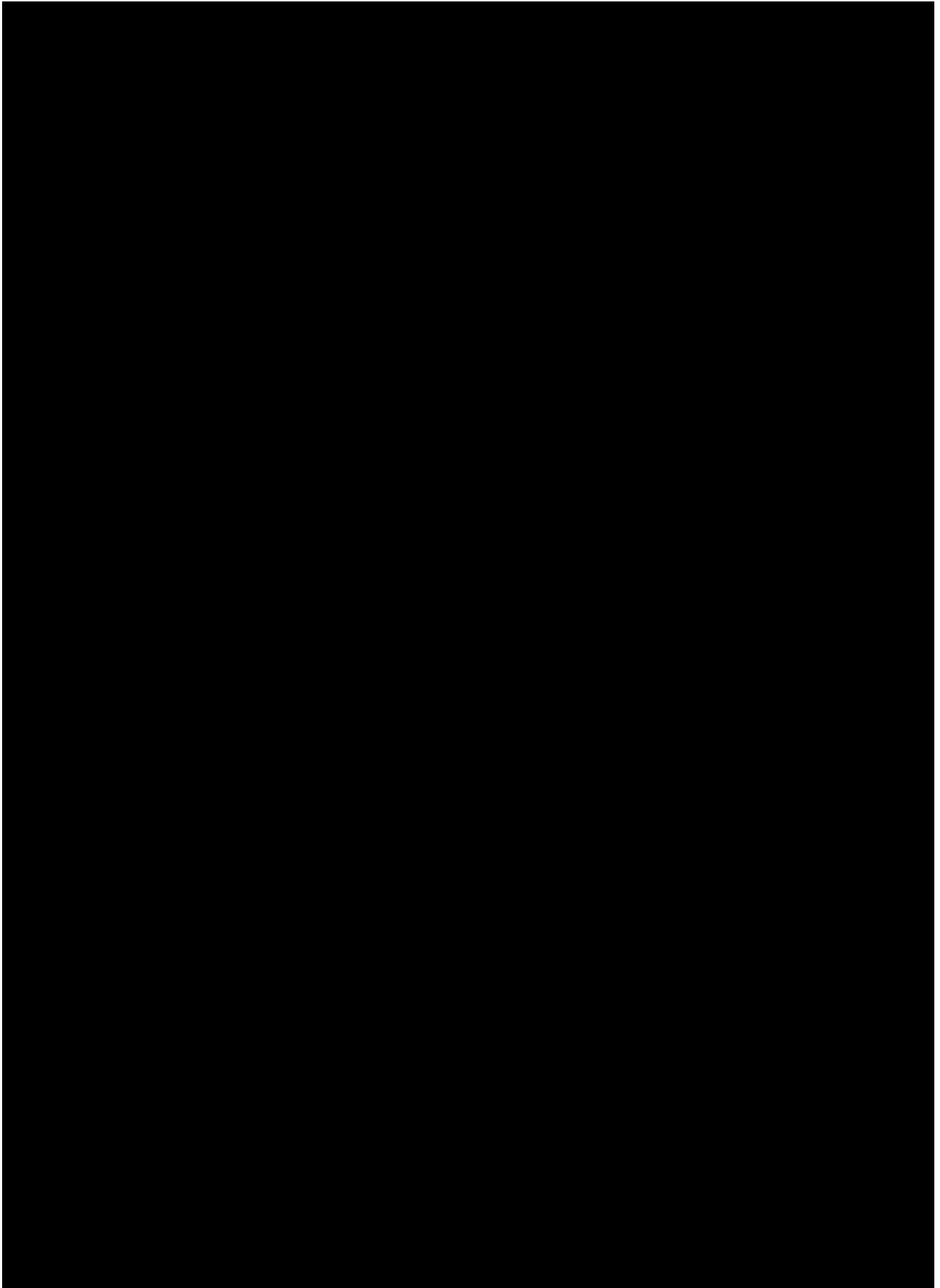
Such section is hereby amended in its entirety to read as follows:

2 Term. The term of this Agreement ("Term") shall commence upon the execution of this Agreement by both the City and Jefferies no later than May 17, 2019, and this Agreement will remain in full force and effect (and will not be deemed completed) until the earlier of (i) September 17, 2027, or (ii) the total fees and reimbursable amounts payable under this Agreement reach the maximum fee amount set forth on Appendix B, unless sooner terminated under Section 6 of this Agreement. [REDACTED]

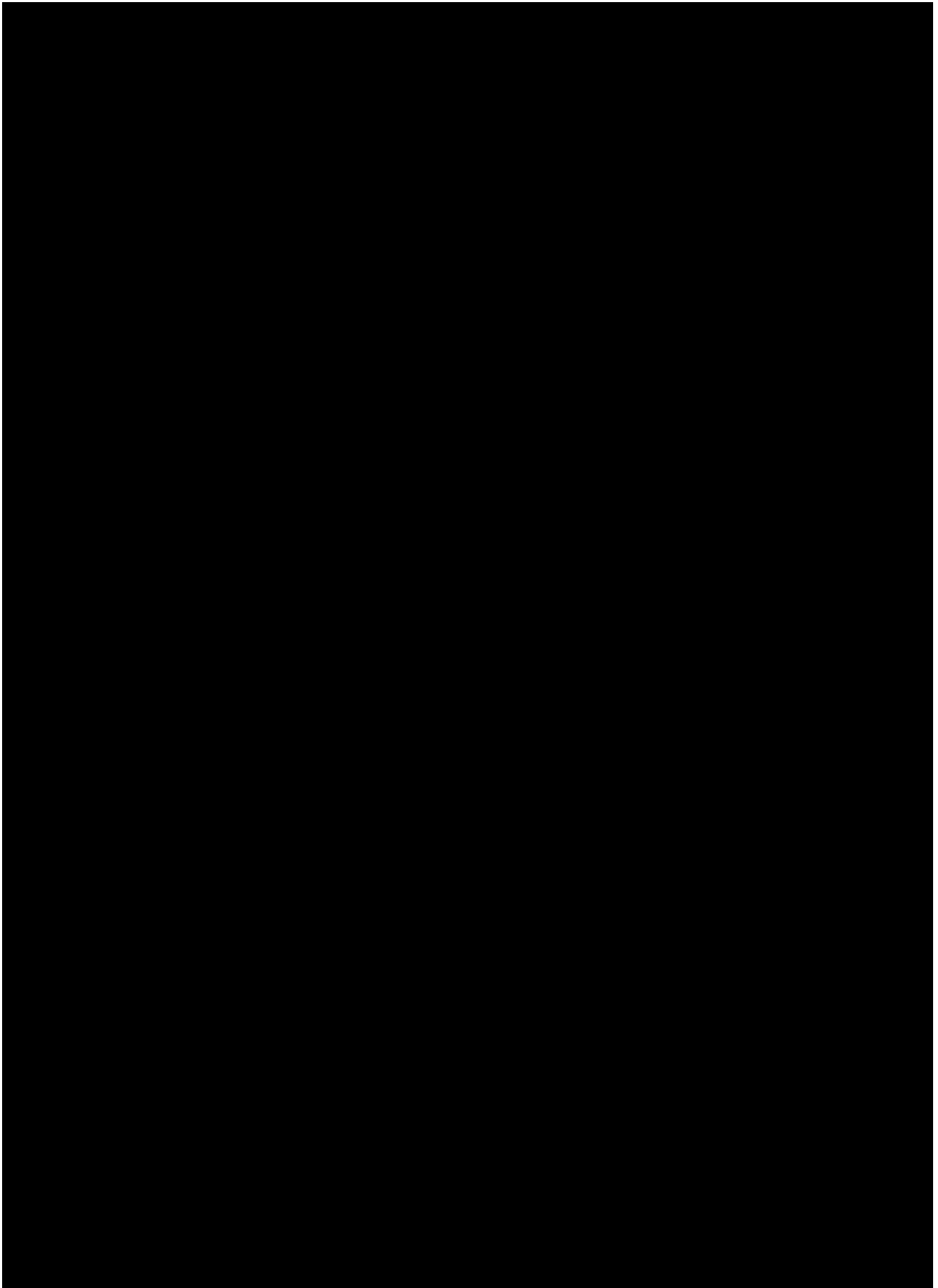
Such section is hereby amended in its entirety to read as follows:

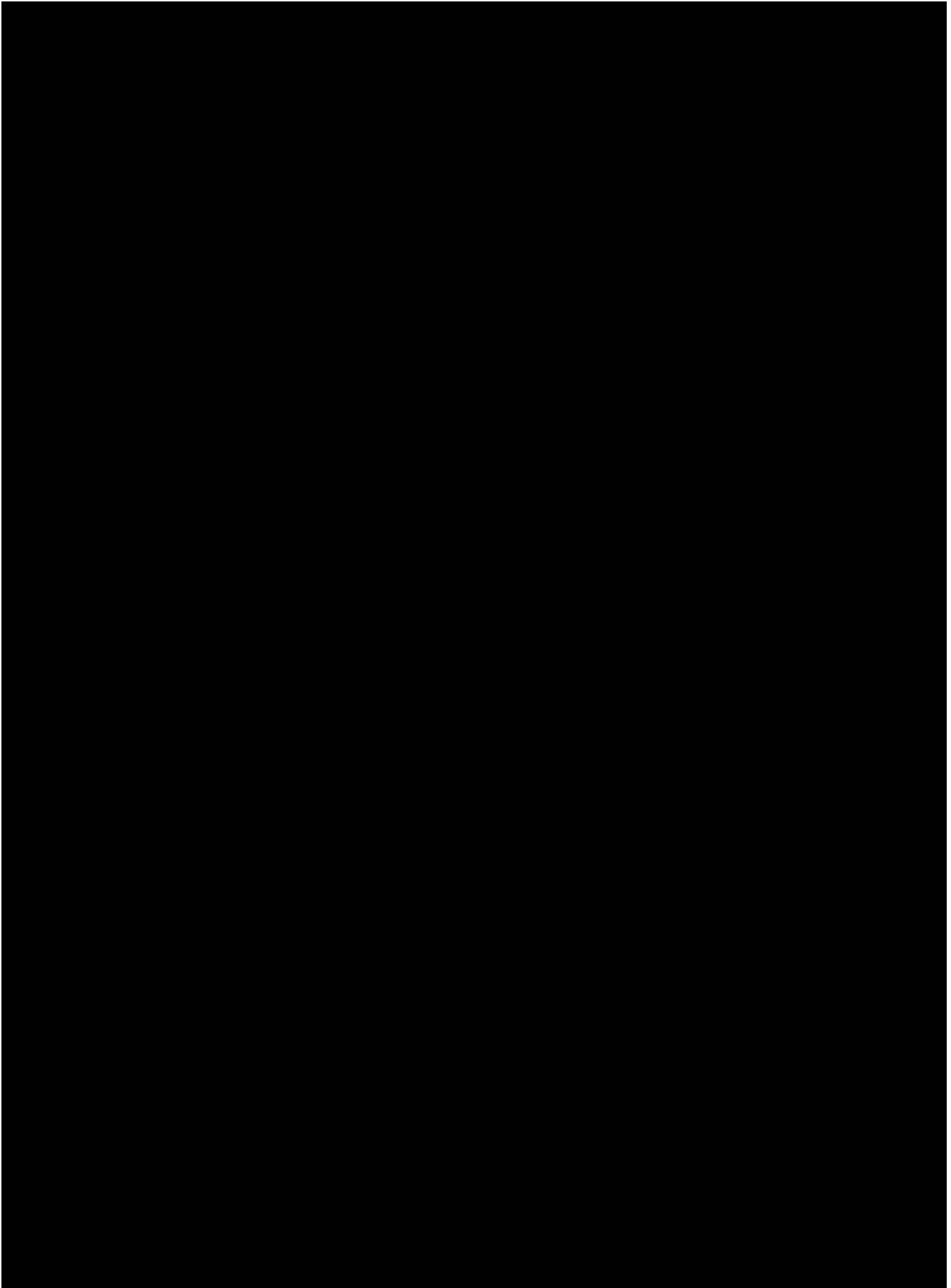
4.2 Not to Exceed Contract Amount. In no event shall the total fees and reimbursable amounts payable under this Agreement exceed the maximum fee amount set forth on Appendix B. The not to exceed amount may not be modified except by written instrument executed and approved in the same manner as this Agreement.

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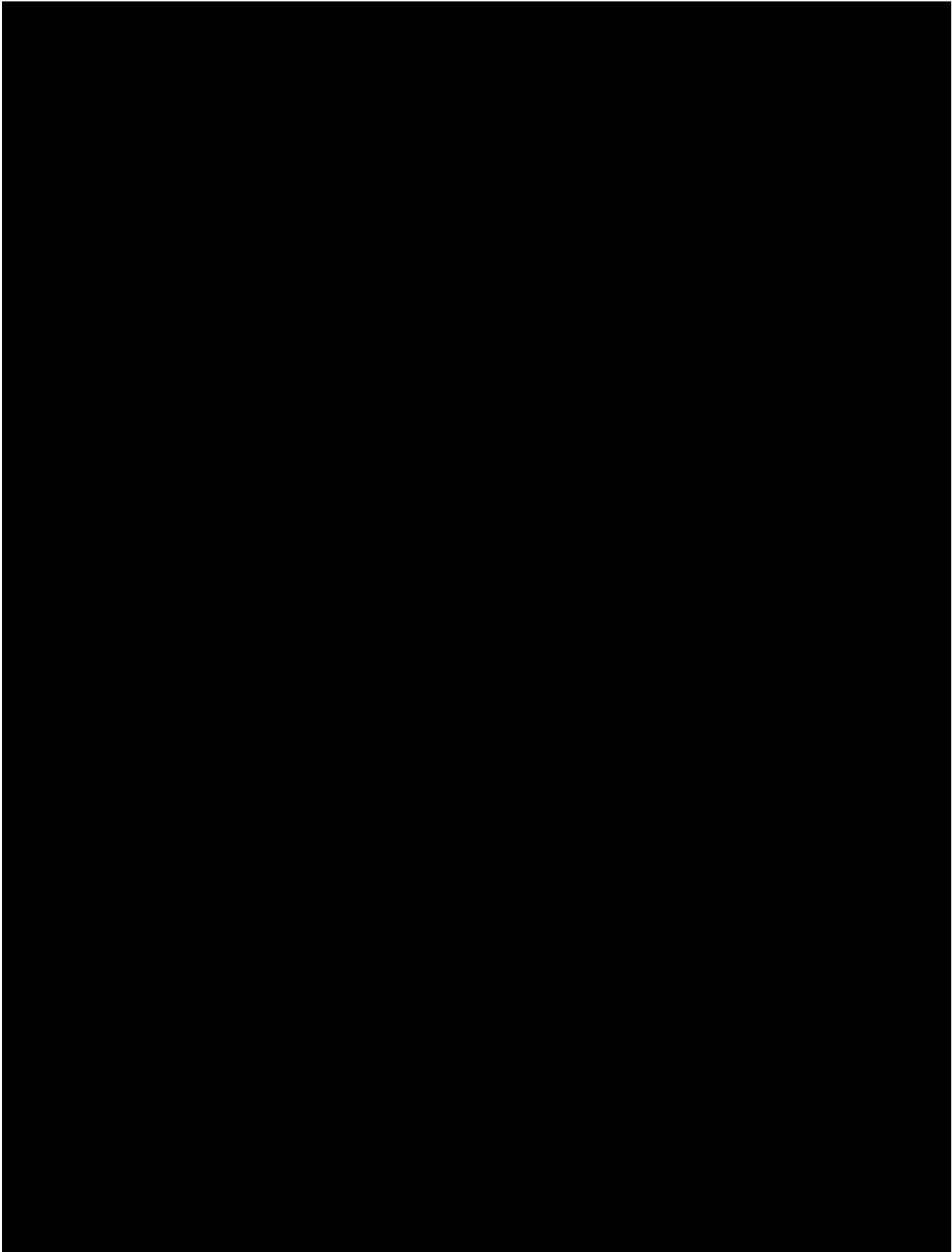


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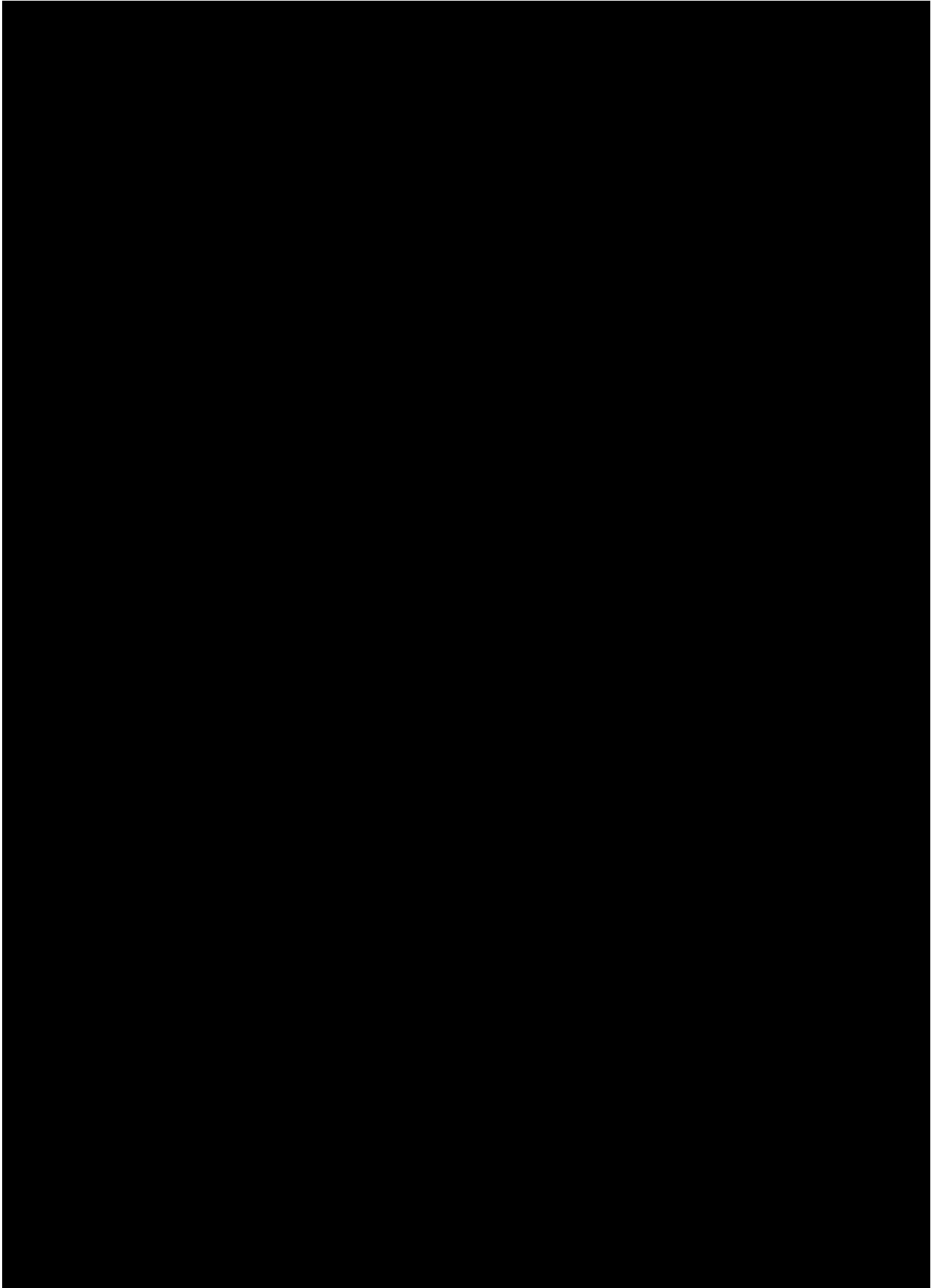




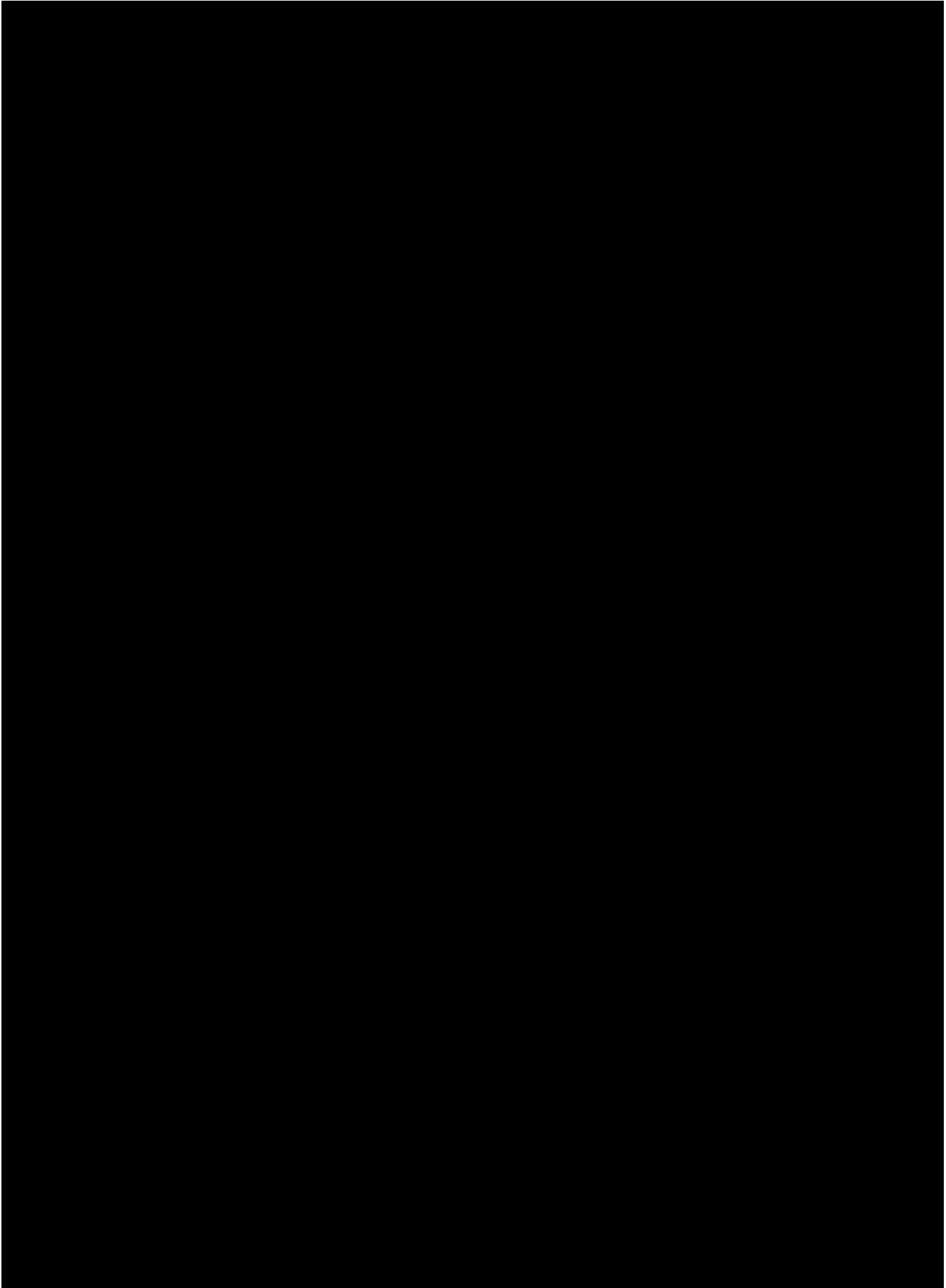
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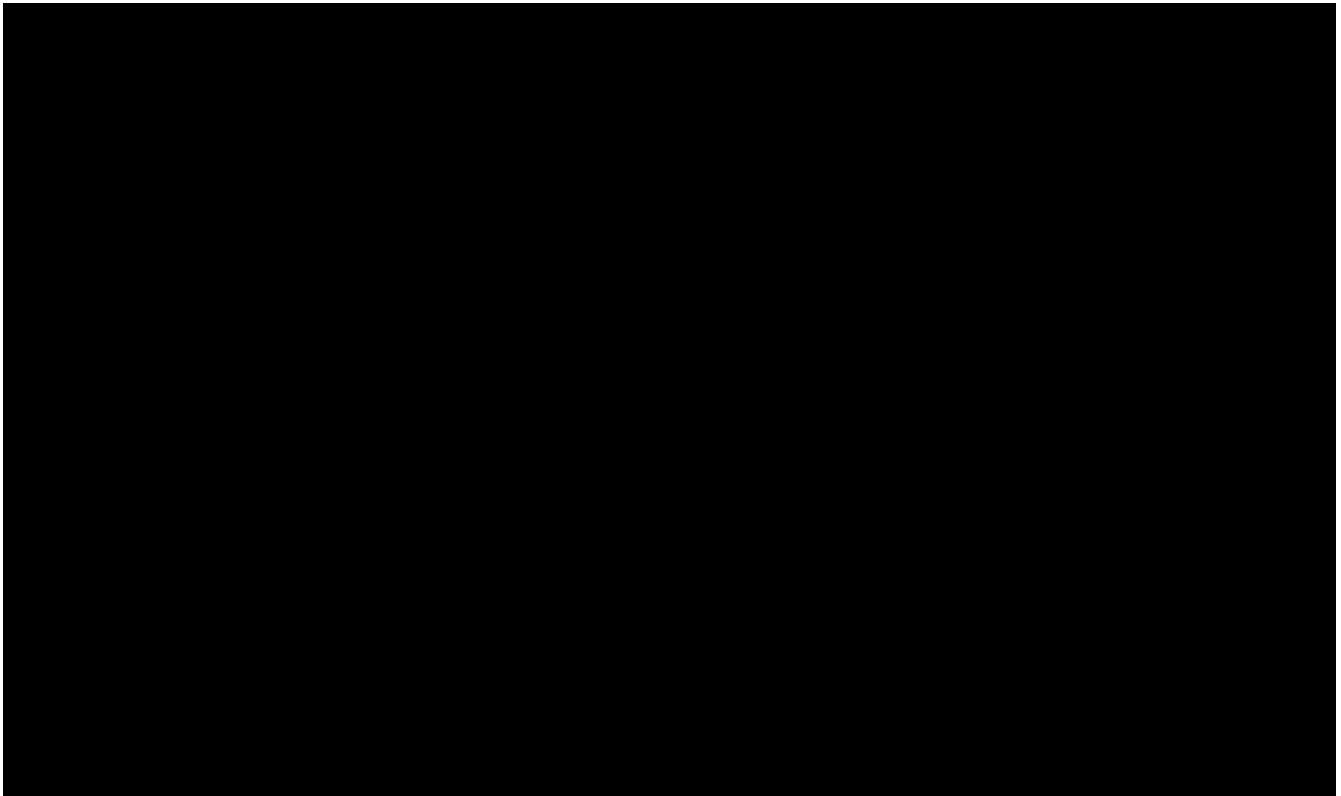
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Article 3 Legal Effect

Except as expressly modified by this Amendment, all of the terms and conditions of the Agreement shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the day first mentioned above.

CITY AND COUNTY OF SAN FRANCISCO

DAVID CHIU
City Attorney

JEFFERIES LLC
a Delaware limited liability company

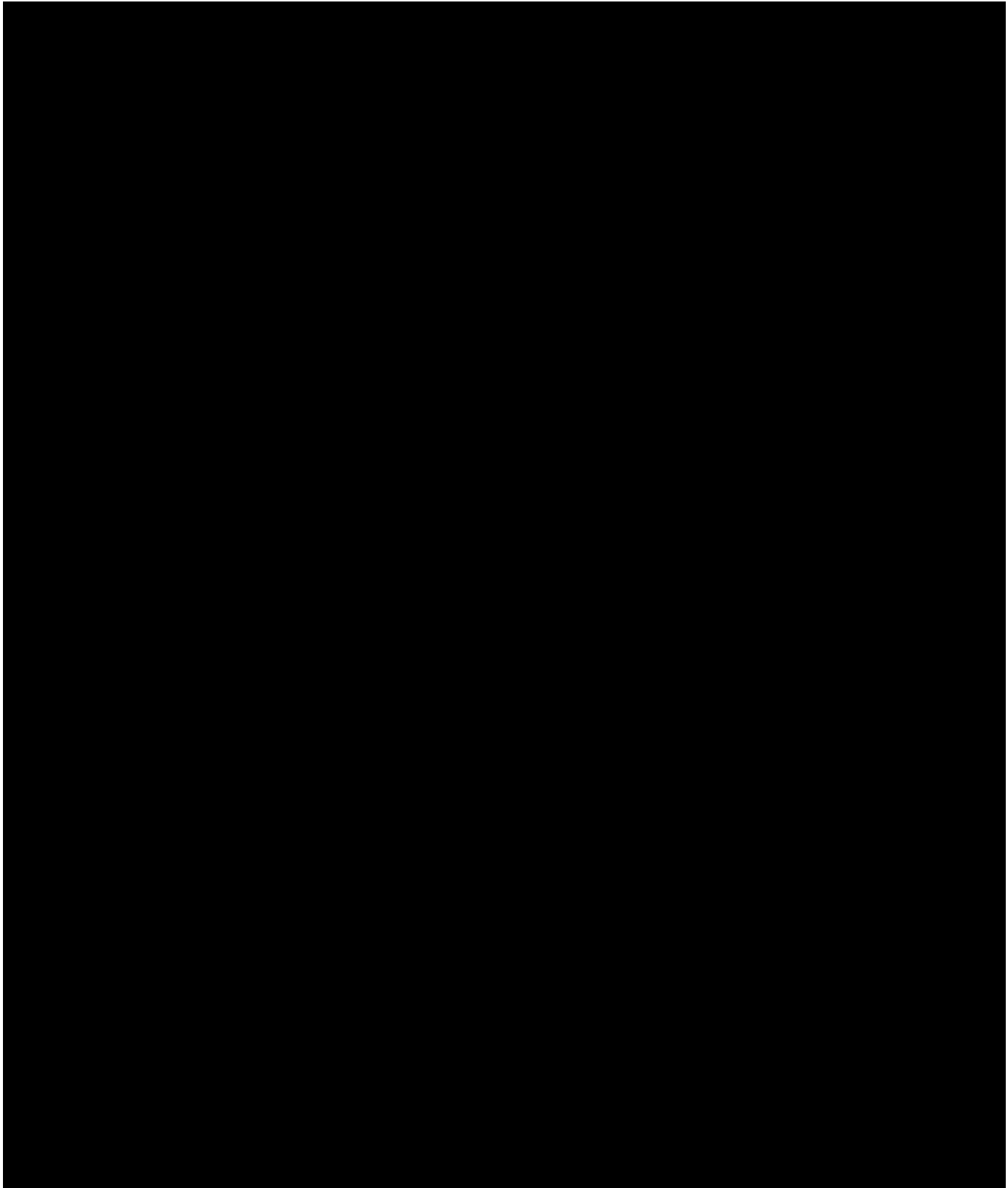
By: _____
Katharine Hobin Porter
Managing Attorney

By: _____
Simon A. Wirecki
Managing Director

Attachments:
Appendix B

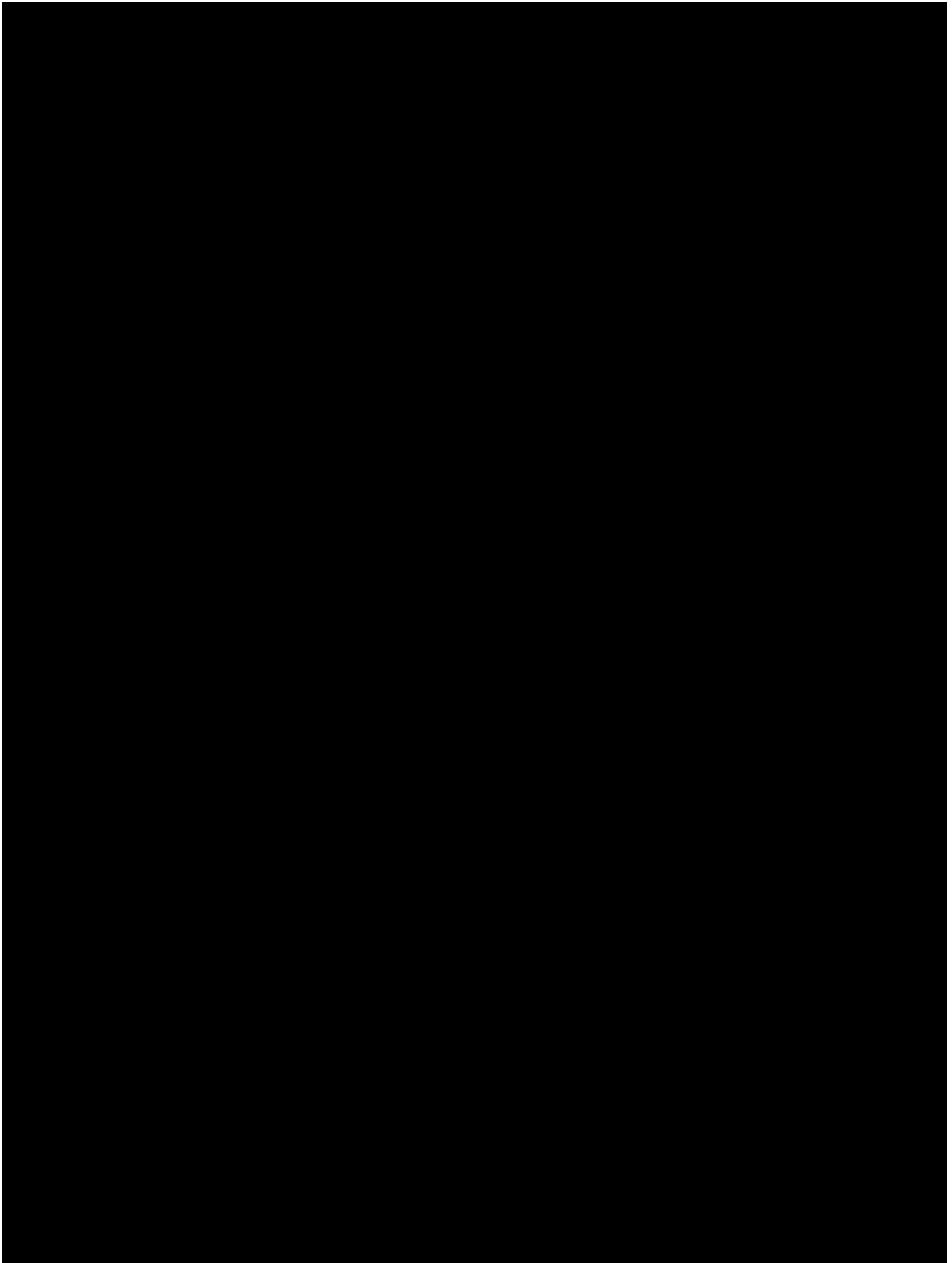
APPENDIX B

FEES AND EXPENSES

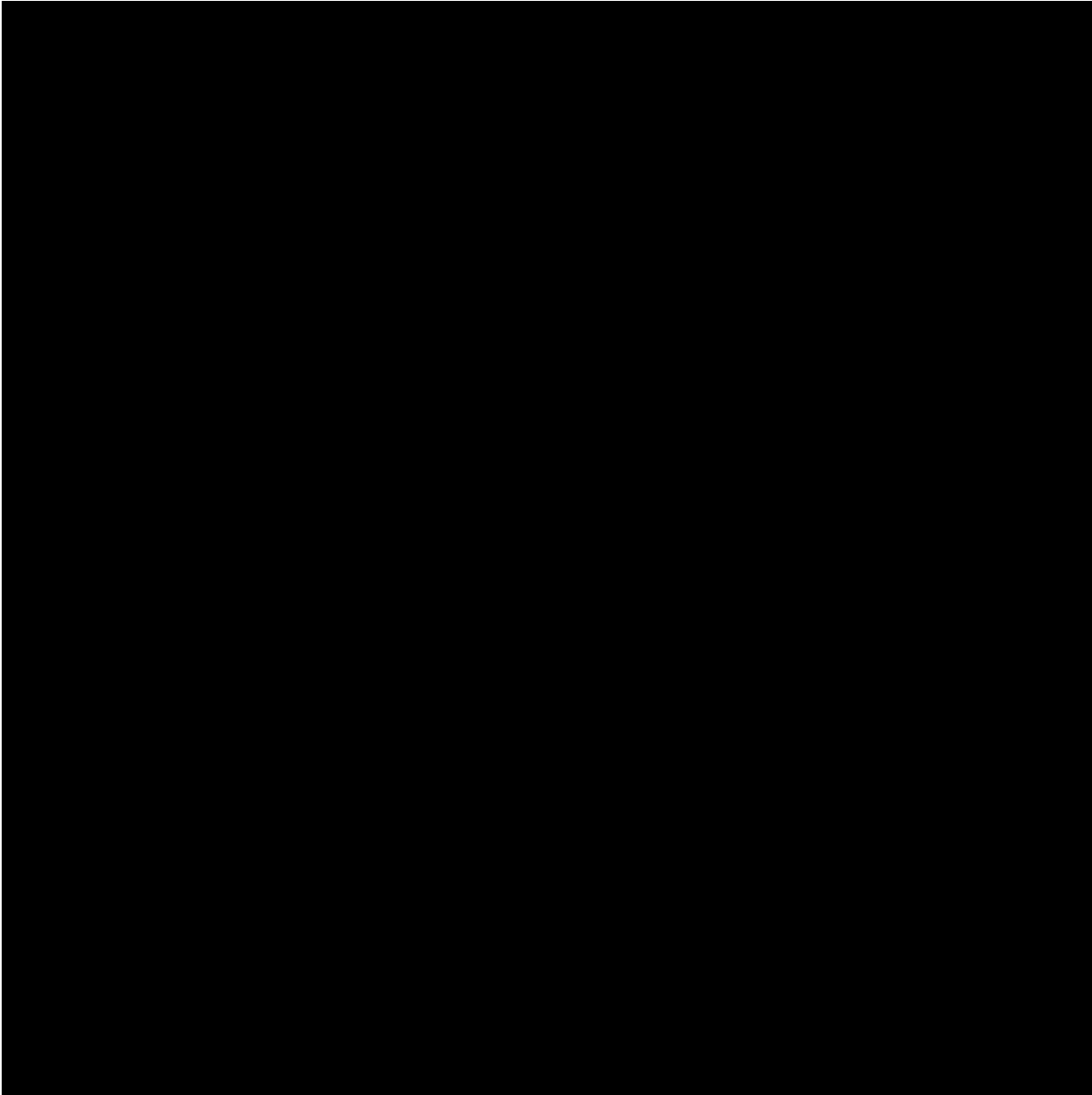


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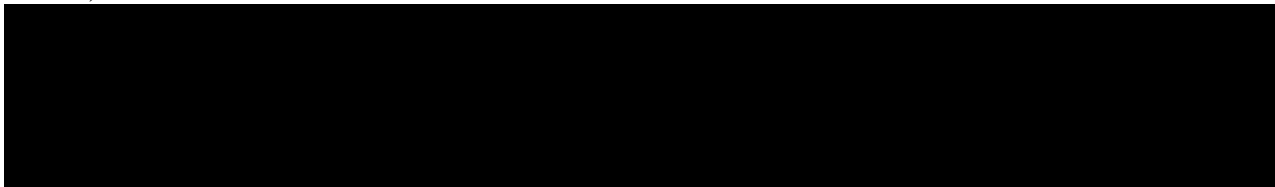




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(c) In no event shall the total fees and reimbursable amounts payable under this Agreement exceed Fifteen Million Five Hundred Thousand Dollars and no cents [\$15,500,000.00]. Jefferies will provide written notice to the City when the fee accumulation under this Agreement has reached Thirteen Million Dollars and no cents [\$13,000,000] (inclusive of the Deferred Monthly Fees).



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