

**CITY OF SANTA FE
AMENDMENT No. 1 TO
THE COMPRESSED NATURAL GAS VEHICLE FUELING STATION
CONSTRUCTION, OPERATION, MAINTENANCE
AND CNG SALES AGREEMENT ("AGREEMENT")
ITEM#17-1335**

This AMENDMENT No. 1 (the "Amendment") amends the AGREEMENT, dated December 13, 2017 (the "Agreement"), between the City of Santa Fe (the "City") and Clean Energy, a California corporation registered to do business in the State of New Mexico as Clean Energy Corp. ("CE"). The date of this Amendment shall be the date when it is executed by the City and the CE or whichever occurs last.

RECITALS:

- A. Under the terms of the Agreement, CE has agreed to provide the design, construction, operate and maintain the Station on the Premises.
- B. Pursuant to Article 12.14 of the Agreement, and for good and valuable consideration, the receipt and sufficiency of which are acknowledged by the parties, the City and CE agree as follows:

1. STATION FEE AND O&M FEE

Article 6 paragraph 6.1 of the Agreement is amended to increase the amount of the Station Fee so that Article 6 paragraph 6.1 (for the avoidance of any doubt, paragraph 6.1.1 remains as-is pursuant to this amendment) reads in its entirety as follows.:

6.1 Station Fee. Commencing on the Commencement Date, the City shall, by the first day of each month for ninety-six (96) consecutive months, pay CE an amount equal to \$49,751.00 plus applicable sales and use taxes (the "Station Fee") without any set off or deduction.

2. EXHIBIT VI is hereby replaced with a new EXHIBIT VI attached hereto and incorporated herein.

3. AGREEMENT IN FULL FORCE.


Except as specifically provided in this Amendment, the Agreement remains and shall remain in full force and effect, in accordance with its terms.

IN WITNESS WHEREOF, the parties have executed this Amendment No. 1 as of the dates set forth below.

CITY OF SANTA FE:

CONTRACTOR:

CLEAN ENERGY, a California corporation registered as Clean Energy Corp.

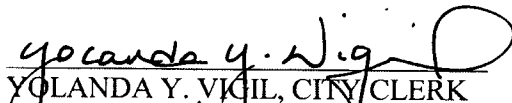


ALAN WEBBER, MAYOR
Date: 4/15/19

see attached

Robert M. Vreeland, CFO
Date: _____

ATTEST:



YOLANDA Y. VIGIL, CITY CLERK
ec mtg 4/10/2019

APPROVED AS TO FORM:

 3/29

ERIN K. MCSHERRY, CITY ATTORNEY

APPROVED:



MARY MCCOY, FINANCE DIRECTOR

52403.531100, 52255.531100, 52262.531100, 52265.531100
Business Unit/Line Item

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CITY OF SANTA FE:

CONTRACTOR:

CLEAN ENERGY, a California corporation registered as Clean Energy Corp.

ALAN WEBBER, MAYOR
Date: _____

Mitchell W. Pratt
~~Robert M. Vreeland, CFO~~ *Mitchell W. Pratt*
Date: APRIL 11, 2019 *COO & Corp. Secy*

ATTEST:

YOLANDA Y. VIGIL, CITY CLERK

APPROVED AS TO FORM:

AKM *3/29*

ERIN K. MCSHERRY, CITY ATTORNEY

APPROVED:

MARY MCCOY, FINANCE DIRECTOR

52403.531100, 52255.531100, 52262.531100, 52265.531100
Business Unit/Line Item

Exhibit VI

Termination Payment Schedule

| <u>Month</u> | <u>Amount</u> | <u>Month</u> | <u>Amount</u> |
|--------------|---------------|--------------|---------------|
| 1 | \$4,012,180 | 49 | \$2,006,090 |
| 2 | \$3,970,387 | 50 | \$1,964,297 |
| 3 | \$3,928,593 | 51 | \$1,922,503 |
| 4 | \$3,886,800 | 52 | \$1,880,709 |
| 5 | \$3,845,006 | 53 | \$1,838,916 |
| 6 | \$3,803,212 | 54 | \$1,797,122 |
| 7 | \$3,761,419 | 55 | \$1,755,329 |
| 8 | \$3,719,625 | 56 | \$1,713,535 |
| 9 | \$3,677,832 | 57 | \$1,671,742 |
| 10 | \$3,636,038 | 58 | \$1,629,948 |
| 11 | \$3,594,245 | 59 | \$1,588,155 |
| 12 | \$3,552,451 | 60 | \$1,546,361 |
| 13 | \$3,510,658 | 61 | \$1,504,568 |
| 14 | \$3,468,864 | 62 | \$1,462,774 |
| 15 | \$3,427,071 | 63 | \$1,420,980 |
| 16 | \$3,385,277 | 64 | \$1,379,187 |
| 17 | \$3,343,484 | 65 | \$1,337,393 |
| 18 | \$3,301,690 | 66 | \$1,295,600 |
| 19 | \$3,259,896 | 67 | \$1,253,806 |
| 20 | \$3,218,103 | 68 | \$1,212,013 |
| 21 | \$3,176,309 | 69 | \$1,170,219 |
| 22 | \$3,134,516 | 70 | \$1,128,426 |
| 23 | \$3,092,722 | 71 | \$1,086,632 |
| 24 | \$3,050,929 | 72 | \$1,044,839 |
| 25 | \$3,009,135 | 73 | \$1,003,045 |
| 26 | \$2,967,342 | 74 | \$961,252 |
| 27 | \$2,925,548 | 75 | \$919,458 |
| 28 | \$2,883,755 | 76 | \$877,664 |
| 29 | \$2,841,961 | 77 | \$835,871 |
| 30 | \$2,800,167 | 78 | \$794,077 |
| 31 | \$2,758,374 | 79 | \$752,284 |
| 32 | \$2,716,580 | 80 | \$710,490 |
| 33 | \$2,674,787 | 81 | \$668,697 |
| 34 | \$2,632,993 | 82 | \$626,903 |
| 35 | \$2,591,200 | 83 | \$585,110 |
| 36 | \$2,549,406 | 84 | \$543,316 |
| 37 | \$2,507,613 | 85 | \$501,523 |
| 38 | \$2,465,819 | 86 | \$459,729 |
| 39 | \$2,424,026 | 87 | \$417,935 |
| 40 | \$2,382,232 | 88 | \$376,142 |
| 41 | \$2,340,438 | 89 | \$334,348 |
| 42 | \$2,298,645 | 90 | \$292,555 |
| 43 | \$2,256,851 | 91 | \$250,761 |

| | | | |
|----|-------------|----|-----------|
| 44 | \$2,215,058 | 92 | \$208,968 |
| 45 | \$2,173,264 | 93 | \$167,174 |
| 46 | \$2,131,471 | 94 | \$125,381 |
| 47 | \$2,089,677 | 95 | \$83,587 |
| 48 | \$2,047,884 | 96 | \$41,794 |