

**AMENDMENT NO. 2 TO AGREEMENT BETWEEN  
SAN DIEGO UNIFIED PORT DISTRICT  
and  
MACIAS GINI & O'CONNELL LLP  
for  
ANNUAL EXTERNAL AUDIT SERVICES  
AGREEMENT NO. 177-2012**

The parties to this Amendment No. 2 to Agreement are the SAN DIEGO UNIFIED PORT DISTRICT, a public corporation (District) and MACIAS GINI & O'CONNELL LLP, a Limited Liability Partnership (Service Provider).

Recitals:

District and Service Provider are parties to an Agreement for Annual External Audit Services. The agreement is on file in the Office of the District Clerk as Document No. 59930 dated February 26, 2013, as amended by Amendment No. 1, Document No. 64071 dated October 21, 2015. The maximum expenditure for the second one-year option shall not exceed a fixed fee amount of \$105,475.00 which will increase the total maximum expenditure under this Agreement from \$411,739.00 to \$517,214.00 for five years.

The Parties Agree:

1. **Section 2, TERM OF AGREEMENT**, shall be amended to the following:  
Exercise the second one-year option, which will run from May 1, 2017 through April 30, 2018. The agreement is hereby extended from April 30, 2017 to April 30, 2018.
2. **Section 3.a. Maximum Expenditure**, shall be amended to the following:  
Maximum expenditure for the second one-year option shall not exceed a fixed fee of \$105,475.00.

3. All other terms, covenants, and conditions in the original Agreement shall remain in full force and effect and shall be applicable to this Amendment.

**SAN DIEGO UNIFIED PORT DISTRICT**

**MACIAS GINI & O'CONNELL LLP**

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Robert Monson  
Port Auditor

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Kevin Starkey, CPA  
Partner

Approved as to form and legality:  
GENERAL COUNSEL

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By: Assistant/Deputy

A manually signed copy of this Amendment transmitted by email or any other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Amendment.