



AMENDMENT NO. 1

TO

**Agreement for Energy Wise Low Income Weatherization Program Implementation
between the Gila County Division of Health and Community Services
and Arizona Public Service Company**

THIS AMENDMENT NO. 1 is entered into effective as of the 1st day of January, 2009, by and between Arizona Public Service Company, an Arizona corporation, with offices at 400 North 5th Street, Phoenix, Arizona 85004 ("APS") and the Gila County Division of Health and Community Services, the Contractor, with offices at 5515 South Apache Avenue, Globe, Arizona 85501 ("Counterparty"). ("APS" and "Counterparty" are referred to herein individually as "Party" and collectively as the "Parties").

WHEREAS, APS and Counterparty are Parties to that certain Agreement for Energy Wise Low Income Weatherization Program Implementation between APS and Counterparty, Contract No. 700518523, dated effective as of the 1st day of January, 2008 (the "Original Contract"); and,

WHEREAS, the Parties desire to extend the term of the Original Contract and make other mutually agreed upon changes;

NOW THEREFORE, in consideration of the above premises and respective covenants and agreements hereinafter set forth, the Parties agree to amend the Original Contract as follows:

1. Defined Terms. Defined terms not otherwise defined herein shall have the meaning set forth in the Original Contract.
2. Term. Section 1 of the Agreement is hereby amended to provide that the Original Contract terminates on December 31, 2009.
3. Gross Household Income. Section 2.A.1.c is deleted in its entirety, and the following provision is inserted in lieu thereof:

the individual maximum gross household income of 150% of the federal guideline as defined by the Arizona Department of Economic Security ("DES"); which will remain in effect until the Arizona Corporation Commission ("ACC") amends Decision No. 68647 to incorporate the Federal Low Income Home Energy Assistance Program ("LIHEAP") maximum gross household income guideline or another maximum gross household income guideline, at which time, the individual maximum gross household income guideline will be adjusted to match the guideline specified by the ACC.
4. Allocation. The Allocation amount set forth in Section 3.A. shall be changed to "not to exceed \$60,000".
5. Bill Assistance Allocation. The Bill Assistance Allocation amount set forth in Section 3.C. shall be changed to "not to exceed \$15,707".
6. Final Invoice. A final invoice for the Term shall be submitted by December 1, 2009.
7. Remaining Terms Unchanged. Except as modified in this Amendment No. 001, all other terms and conditions of the Original Contract shall remain unchanged.

IN WITNESS WHEREOF, the authorized representatives of both Parties have executed this Amendment No. 001, effective as of the date first above written:

GILA COUNTY DIVISION OF HEALTH AND COMMUNITY SERVICES

ARIZONA PUBLIC SERVICE COMPANY

(signature)

(signature)

Shirley L. Dawson
Shirley L. Dawson

Teresa A. Orlick
Teresa Orlick

Chairman, Gila County Board of Supervisors

Director, Customer Information & Programs

2/17/09
(date)

1/29/09
(date)

APPROVED AS TO FORM:

Bryan Chambers
Bryan Chambers, Chief Deputy Gila County Attorney

2/5/9
Date

