

SINGLE MEMBER SERVICES AGREEMENT
Between
Northern California Power Agency
and
San Francisco Bay Area Rapid Transit District

AMENDMENT NO. 3

This Amendment No. 3 ("Amendment No. 3") to the Single Member Services Agreement for Special Transactions by and between the Northern California Power Agency ("NCPA") and the San Francisco Bay Area Rapid Transit District ("BART") dated as of December 1, 2005, as such may be amended from time to time, (the "BART SMSA") is made this ___ day of _____, 20__ with reference to the following facts, among others:

- A. Pursuant to the terms and conditions of the BART SMSA, NCPA supplies certain transactional services, portfolio management services, and Advisory Services to BART as further described in Attachment "A", which is attached to and made part of the BART SMSA. The Parties desire to amend and restate Attachment "A" to include a revised set of services to be supplied by NCPA to BART.

Therefore, the Parties agree as follows:

- 1. Attachment "A" to the BART SMSA is replaced in its entirety by Attachment "A" as attached to this Amendment No. 3 and incorporated herein by this reference.

The Parties have caused this Amendment No. 3 to be executed on the date as set forth above.

NORTHERN CALIFORNIA
POWER AGENCY
651 Commerce Drive
Roseville, CA 95678

SAN FRANCISCO BAY AREA RAPID
TRANSIT DISTRICT
300 Lakeside Drive, 16th Floor
Oakland, CA 94612

By: Randy S. Howard
Title: General Manager
Date: _____

By: _____
Title: _____
Date: _____

Approved as to form:

Approved as to form:

By: _____
Its: _____
Date: _____

By: _____
Its: _____
Date: _____

