

AMENDMENT #2

**CITY OF COLUMBIA SERVICE AGREEMENT
FOR FINANCIAL ADVISORY SERVICES
RFP #159/2008**

WHEREAS, the City of Columbia, Missouri (the "City") and Columbia Capital Management, LLC, (collectively the "Parties"), previously entered into an Agreement for financial advisory services on November 26, 2008 (the "Agreement") and further amended that agreement on January 20, 2009; and

WHEREAS, the Parties want to amend and extend the agreement until October 31, 2017 under the terms and conditions detailed below (the "Second Amendment").

NOW, THEREFORE, in consideration of the foregoing recitals, which are incorporated into this Second Amendment to the Amended Agreement by this reference, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree to amend the Amended Agreement as follows:

1. Section 4., the Term, shall be extended through October 31, 2017.
2. Except as expressly provided in this Second Amendment, the terms of the Amended Agreement shall remain in full force and effect. The Parties hereby adopt, ratify and confirm the Amended Agreement as it is amended by this Second Amendment. This Second Amendment shall be binding on, and inure to the benefit of, the Parties hereto and their successors and assigns. This Second Amendment may be executed in any number of counterparts and each shall be considered an original. Together the counterparts shall constitute one agreement.

[SIGNATURES ON FOLLOWING PAGE]

This Second Amendment to the Parties' November 26, 2008 Agreement, as previously amended, is entered into on the day and the year of the last signatory noted below.

CITY OF COLUMBIA, MISSOURI

By: _____
Mike Matthes, City Manager

Date: _____

ATTEST:

Sheela Amin, City Clerk

APPROVED AS TO FORM:

Nancy Thompson, City Counselor

COLUMBIA CAPITAL MANAGEMENT, LLC

By: _____

Title: _____

Date: _____

ATTEST:
