

**FIRST AMENDMENT TO INTERGOVERNMENTAL AGREEMENT AMONG
THE GOVERNOR'S OFFICE OF MANAGEMENT AND BUDGET,
THE DEPARTMENT OF CENTRAL MANAGEMENT SERVICES,
THE DEPARTMENT OF COMMERCE AND ECONOMIC OPPORTUNITY,
THE CAPITAL DEVELOPMENT BOARD
AND
THE ILLINOIS FINANCE AUTHORITY
2014-215-IGA-MSC**

This First Amendment to the Intergovernmental Agreement among the Governor's Office of Management and Budget (GOMB), the Department of Central Management Services (CMS), the Department of Commerce and Economic Opportunity (DCEO), the Capital Development Board (CDB) and the Illinois Finance Authority (IFA) (First Amendment), is made and entered into as of the date of the last signature below. GOMB, CMS, DCEO, CDB and IFA are referred to herein collectively as "Parties" and individually as a "Party."

RECITALS

A. GOMB, CMS, DCEO, CDB and IFA are Parties to that certain Intergovernmental Agreement dated as of June 11, 2012, regarding the financing of certain energy performance contract projects (Agreement);

B. The Parties wish to amend the Agreement to add the Department of Human Services (DHS) as a party to the Agreement.

C. Pursuant to Paragraph D of the Agreement's General Provisions, the Parties agree to amend the Agreement as set forth below.

AGREEMENTS

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties, along with DHS, do hereby execute and deliver this First Amendment and agree to be bound hereby.

1. Amendment to the Opening of the Agreement. The opening paragraph of the Agreement shall be modified to add DHS as a party to the Agreement.
2. Additional Item. An additional Item, F, is added to the Agreement as follows:

"F. Obligations of DHS:

1. DHS shall coordinate with all Parties to transfer the energy and utility savings to IFA to support the financing of selected Projects."
1. Amendment to DCEO Obligations. Item C.2 of the Agreement's General Provisions is deleted in its entirety and replaced with the following, so DHS may receive rebates:

“2. Award energy efficiency rebates (from the Energy Efficiency Portfolio Standard “Illinois Energy Now” program) to CMS and DHS, as applicable, to qualified energy efficiency upgrades performed with respect to each Project;”

2. Additional Notice Provision. Item G of the Agreement’s General Provisions is modified to include additional contact information as follows:

“To DHS: Michelle R.B. Saddler, Secretary, or successor
Michelle.Saddler@illinois.gov

Illinois Department of Human Services
100 South Grand Avenue East, 3rd Floor
Springfield, IL 62762”

3. Effect of Amendment. Except for the express provisions of this First Amendment, the Agreement shall remain unmodified and in full force and effect.
4. Headings. Section and other headings contained in this First Amendment are for reference purposes only and are not intended to describe, interpret, define or limit the scope, extent or intent of this Agreement or any provision hereof.
5. Counterparts. This First Amendment may be executed in one or more counterparts, each of which shall be considered to be one and the same agreement, binding on all Parties, along with DHS, notwithstanding that all are not signatories to the same counterpart. Duplicated signatures, signatures transmitted via facsimile, or signatures contained in a Portable Document Format (PDF) document shall be deemed original for all purposes.

IN WITNESS WHEREOF, the Parties, along with DHS, have caused this First Amendment to be executed by their duly authorized representatives.

DEPARTMENT OF HUMAN SERVICES



Michelle R.B. Saddler
Secretary

Date

4/11/14

DEPARTMENT OF CENTRAL MANAGEMENT SERVICES



Simone McNeil
Acting Director

4-11-14

Date

GOVERNOR'S OFFICE OF MANAGEMENT AND BUDGET

[REDACTED]
Jerome Stermer
Acting Director

4/17/2014
Date

DEPARTMENT OF COMMERCE AND ECONOMIC OPPORTUNITY



Adam Pollet
Director

4/15/14
Date

CAPITAL DEVELOPMENT BOARD

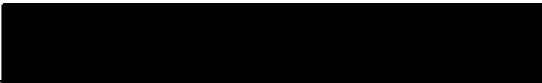


Jim Underwood
Executive Director

4/1/14

Date

ILLINOIS FINANCE AUTHORITY



Christopher Meister
Executive Director

April 7, 2014
Date