



# MARIN MUNICIPAL WATER DISTRICT

220 Nellen Avenue Corte Madera CA 94925-1169  
www.marinwater.org

March 31, 2014

Maureen Cassingham  
Executive Officer  
Marin Emergency Radio Authority  
95 Rowland Way  
Novato CA 94945

**Re: Forbes Hill Reservoir Cover Replacement Project D13031  
MERA Forbes Dry Utilities Undergrounding**

Dear Maureen:

This letter agreement ("Letter Agreement") sets forth the terms of the agreement between the Marin Municipal Water District and the Marin Emergency Radio Authority, regarding undergrounding Lessee's utilities.

With reference to that certain lease agreement ("Lease") entered into between the Marin Municipal Water District ("Lessor") and the Marin Emergency Radio Authority ("Lessee"), dated March 12, 2001 and that expires on March 12, 2021, for property located at the end of Hepburn Heights Drive, San Rafael, CA., 94901 ("Property"), Lessor agrees to include the cost of undergrounding Lessee's dry utilities in the Lessor's Forbes Hill Reservoir Cover Replacement Project ("Project"). That Project requires that Lessee relocate its existing overhead utilities underground in an area that does not interfere with Lessor's operations.

For and in consideration of One Dollar (\$1.00) to be paid by Lessee to Lessor within 10 days after full execution of this Letter Agreement, the parties agree as follows:

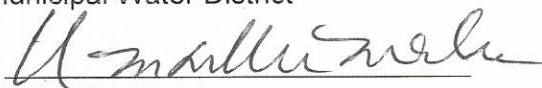
1. Lessor has requested Lessee relocate underground Lessee's utilities on the Property.
2. Lessee has requested Lessor include the undergrounding of Lessee's utilities in the Project.
3. Lessor agrees to include the undergrounding of Lessee's utilities in the Project, and add Lessee's undergrounding cost to the Project.
4. Lessor will identify the undergrounding cost as a separate cost, including third party design, construction management and construction. The estimated cost for Beyaz & Patel design services is \$27,000, including \$3,200 for electrical inspection and certification during construction. The estimated construction cost is \$74,000, including mobilization/demobilization and 15% contingency. Lessor will add 25% to these design and construction costs to cover Lessor's project management and construction management services.
5. Lessee shall reimburse Lessor for the entire cost of undergrounding Lessee's utilities. Lessor will submit monthly invoices for reimbursement.

6. Irrespective of whether the transaction contemplated by this Letter Agreement is consummated, Lessor and Lessee each will pay its own out-of-pocket expenses for preparing this Letter Agreement.
7. Notwithstanding anything to the contrary contained herein, Lessor has the complete right to terminate this Letter Agreement for any or no reason at any time prior to full execution, without damages.

If this Letter Agreement accurately sets forth our understanding regarding the foregoing, please so indicate by signing and returning to the undersigned the enclosed copy of this letter.

**LESSOR:**

Marin Municipal Water District

By: 

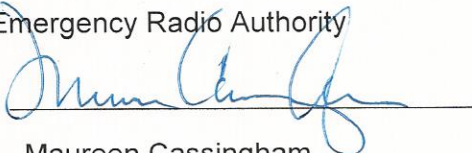
Name: Krishna Kumar

Title: General Manager

Date: 04/07/14

**LESSEE:**

Marin Emergency Radio Authority

By: 

Name: Maureen Cassingham

Title: Executive Officer

Date: 3-31-14