

AMENDMENT #2 TO WATER/WASTEWATER FACILITIES AGREEMENT

The parties to this Amendment to Water/Wastewater Facilities Agreement ("Amendment") are the FORT ORD REUSE AUTHORITY ("FORA") and the MARINA COAST WATER DISTRICT ("MCWD"), which agree as follows:

1. Agreed Facts. The parties entered into an agreement dated March 13, 1998 entitled "Water/Wastewater Facilities Agreement" ("Agreement"). Subsequent changes in circumstances make it mutually beneficial for the parties to amend the Agreement to add the option for the FORA Board of Directors to adopt compensation plans by resolution.

2. Amendment Procedure. Paragraph 10.7 of the Agreement requires consent of the governing Boards of both parties to amend the Agreement. FORA is the lead agency for the adoption of this Amendment.

3. Definitions. The definitions of words and terms in the Agreement shall control the meaning of the same words and terms used in this Amendment.

4. Amendments. The Agreement is amended as follows:

4.1 Paragraph 7.3.1 is amended as follows:

MCWD's Board shall adopt by resolution and FORA's Board shall adopt by resolution or ordinance, as a supplement to this Agreement, each compensation plan for MCWD determined pursuant to sections 7.1.3 and 7.2.1 of this Agreement.

5. Incorporation of Terms. This Amendment is incorporated into the Agreement by reference, and all the provisions of the Agreement as specifically amended by this Amendment, including but not limited to execution in counterparts are incorporated in and apply to this Amendment.

IN WITNESS WHEREOF, the parties hereto, by and through their respective, duly authorized representatives, have executed this Amendment on the dates indicated:

FORT ORD REUSE AUTHORITY

By 
Executive Officer

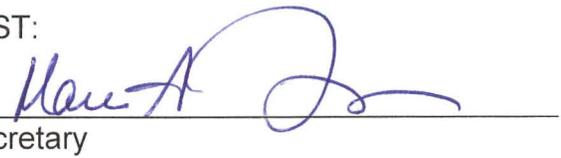
Dated: 3-14-07

MARINA COAST WATER DISTRICT

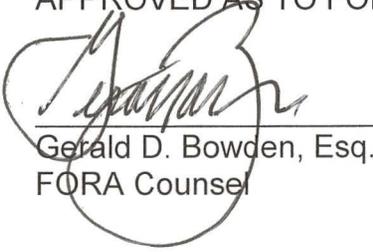
By 
President, Board of Directors

Dated: 3-14-07

ATTEST:

By 
Secretary

APPROVED AS TO FORM:

 3-19-07
Gerald D. Bowden, Esq.
FORA Counsel