

April __, 2016

Keith Van Der Maaten
General Manager
Marina Coast Water District
11 Reservation Road
Marina, CA 93933

Dear Mr. Van Der Maaten,

RE: Sprint/County Collocation Sublease Agreement
County/MCWD Modification of Standard Terms and Payment Provisions

A Collocation Sublease Agreement is being entered into by Sprint Spectrum Realty Company and the County of Monterey for the purpose of sub-leasing ground property and antenna space and locating unmanned radio communications equipment on the property collectively referred to and identified as the "Site" in that Agreement, located on property owned by Marina Coast Water District.

In conjunction with the Collocation Sublease Agreement, this letter documents and memorializes the agreement between the County of Monterey and the Marina Coast Water District ("MCWD"), as mentioned herein, to be included and as an adjunct to the sublease agreement between Sprint Spectrum Realty Company ("Sprint") and the County of Monterey ("County"):

1. As consideration for the consent to the sublease between Sprint and County, MCWD will consent to a reduction and conversion of the standard pass-through sublease fee of \$1,500 per month otherwise owed and payable by County to Sprint to a direct sublease fee of \$1.00 per 5-year lease term payable by the County of Monterey directly to MCWD.
2. The sublease reduction is in recognition that the County usage is for regional public safety purposes only and, if County uses the subleased Site areas for any other purpose, the sublease fee reduction will be voided effective that date and returned to the then current standard sublease rate.
3. County will remove all equipment and appurtenances if the appropriate sublease fees are not paid.

4. As between County and MCWD, should County relocate its equipment at the Site for any reason such relocation shall be County's sole cost.

The terms stated above are agreed to by the County of Monterey and the Marina Coast Water District and attested to by the signatures below:

By Authorized Monterey County Signature

By Authorized MCMD Signature.

Title/Date:

Title/Date:

DRAFT