

**AMENDMENT NO. 2
TO AGREEMENT
BETWEEN COUNTY OF MONTEREY AND
MCSI WATER SYSTEMS MANAGEMENT**

THIS AMENDMENT NO. 2 to the Agreement between the County of Monterey, representing the Boronda County Sanitation District, a political subdivision of the State of California (hereinafter, "County BCSD") and MCSI Water Systems Management (hereinafter, "CONTRACTOR") is hereby entered into between the County and the CONTRACTOR (collectively, the "Parties") as of the last date opposite the respective signatures below.

WHEREAS, CONTRACTOR entered into an Agreement with County on July 30, 2013, (hereinafter, "Agreement") which provided for an initial term to commence with the signing of the Agreement through and including March 31, 2014 for an annual not to exceed amount of \$60,396 with the option to extend the AGREEMENT for four (4) additional one (1) year periods; and

WHEREAS, the Monterey County Board of Supervisors, acting as the Board of Directors of the Boronda County Sanitation District, authorized the Contracts/Purchasing Officer to execute the AGREEMENT and future amendments as stated in the Agreement; and

WHEREAS, the County BCSD desires that CONTRACTOR continue to provide services associated with the management, maintenance and operation of the San Jerardo Water System (hereinafter, "Project"); and

WHEREAS, additional time and funding are required to allow the CONTRACTOR to continue to provide services for the Project for an additional one (1) year period; and

WHEREAS, the Parties wish to further amend the Agreement to extend the term to March 31, 2016 and increase the amount by \$60,396 for a total amount not to exceed \$181,188 to allow CONTRACTOR to continue to provide tasks identified in the Agreement and as amended by this Amendment No. 2.

NOW, THEREFORE, the Parties agree to amend the Agreement as follows:

1. Amend the first sentence of Paragraph 3.1 of Section 3.0, "Term of Agreement", to read as follows:


The initial term shall commence with the signing of the AGREEMENT on July 30, 2013 through and including March 31, 2016, with the option to extend the AGREEMENT for two (2) additional one (1) year periods.

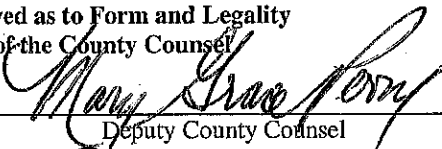
2. All other terms and conditions of the Agreement remain unchanged and in full force.

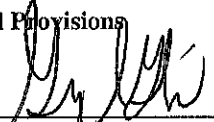
3. This Amendment No. 2 shall be attached to the Agreement and incorporated therein as if fully set forth in the Agreement.
4. The recitals to this Amendment No. 2 are incorporated into the Agreement and this Amendment No. 2.

IN WITNESS WHEREOF the Parties hereto have executed this Amendment No. 2 to the Agreement as of the day and year written below:

COUNTY OF MONTEREY

By: 
 Contracts/Purchasing Officer
 Deputy Purchasing Officer
 Date: 2/10/15

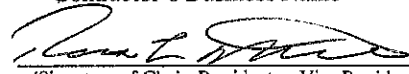
**Approved as to Form and Legality
 Office of the County Counsel**
 By: 
 Deputy County Counsel
 Date: 2-23-2015

Approved as to Fiscal Provisions
 By: 
 Auditor/Controller
 Date: 2-23-15

Approved as to Indemnity and Insurance Provisions

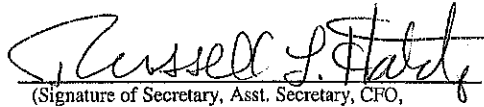
By: _____
 Risk Management
 Date: _____

CONTRACTOR*

MCSI Water Systems Management
 Contractor's Business Name
 By: 
 (Signature of Chair, President or Vice President)

Its: ROSS L. HATCH, PRESIDENT
 (Print Name and Title)

Date: 2-10-15

By: 
 (Signature of Secretary, Asst. Secretary, CFO,
 Treasurer or Asst. Treasurer)

Its: Russell L Hatch, CFO
 (Print Name and Title)

Date: 2/10/15

*INSTRUCTIONS: IF CONTRACTOR is a corporation, including limited liability and non-profit corporations, the full legal name of the corporation shall be set forth above together with the signatures of two specified officers. If CONTRACTOR is a partnership, the name of the partnership shall be set forth above together with the signature of a partner who has authority to execute this Agreement on behalf of the partnership. IF CONTRACTOR is contracting in an individual capacity, the individual shall set forth the name of the business, if any, and shall personally sign the Agreement.