



LETTER AGREEMENT

1/11/15

Napa Sanitation District
c/o Andrew Damron, PE
1515 Soscol Ferry Rd
Napa, CA 94558

Re: PG&E's Line 21A – MP 14.65; Replace Tap Value Soscol Ferry Road - Napa County
APN: 057-010-010 & - 038

Dear Mr. Damron:

Thank you for working with Pacific Gas and Electric Company (PG&E) in facilitating the execution of the gas line transmission easement.

In 2006, the valve replacement project was initiated for completion in early 2007, which required the acquisition of a new easement to relocate PG&E's 4" gas line. Construction deadlines did not allow sufficient time to negotiate the permanent easement and construction was completed under a Memorandum of Understanding (MOU) in August of 2007. As part of this letter agreement, PG&E agrees to the following terms:

1. Premises: APN: 057-010-010 & - 038 within Napa County
2. Type of Agreements: Gas Line Transmission Easement and Memorandum of Understanding (MOU)
3. Price: Compensation will be as follows:
 - a) \$1,500 for the execution of PG&E's gas line transmission easement - (APN's: 057-010-010 & - 038)
 - b) \$1,000 for the executed MOU in July of 2007.
4. Conditions: This payment represents compensation for the gas easement to be acquired and another \$1000 for the executed MOU in July of 2007.

Upon execution of this agreement, payment totaling \$2,500 will be processed and delivered within 30 days of receipt.

Sincerely,

A handwritten signature in blue ink that reads 'Dext Burns'.

Dext Burns
Senior Right of Way Agent

Please sign and date to indicate your agreement with the above referenced terms:

Timothy B. Healy, PE, General Manager

Date