

Project: WASCO Remediation at
Garden Street Lot
Folio: 003148
APN: 029-212-011 & -019
Agent: JJH

SECOND ADDENDUM TO "ACCESS AND USE AGREEMENT"

THIS SECOND ADDENDUM is made by and between the

COUNTY OF SANTA BARBARA, a
political subdivision of the State of California,
herein referred to as "Permitter,"

and

WATER APPLICATIONS AND SYSTEMS
CORPORATION, a Delaware Limited
Liability corporation, herein referred to as
"Permittee,"

with reference to the following:

WHEREAS; Permittee, WASCO LLC (formerly known as Water Applications and Systems Corporation, and the assignee from Culligan International Company). and Permitter, the County of Santa Barbara, previously entered into an "Access and Use Agreement", dated effective July 27, 2004 (the "Agreement", Folio No. 003148; APN 029-212-011 & -019), an "Addendum to 'Access and Use Agreement'" ("Addendum"), dated October 26, 2004, and an "Assignment of Access and Use Agreement", Assumption of Performance, and Consent to Assignment ("Assignment"), dated February 15, 2005 (collectively referred to herein as the "Agreement"). The purpose of the Agreement is to facilitate Permittee's remediation of a historical fuel release from an underground tank at an adjacent location.

WHEREAS; to enhance the existing remediation and groundwater monitoring program and better ensure its timely completion, WASCO desires to modify slightly the access previously granted by the Agreement, specifically to add one additional groundwater monitoring well (MW-23) on the County's property. The need for the addition of this new monitoring well was confirmed by the County's Fire Protection Division ("FPD", formerly known as "PSD"), during WASCO's meeting with FPD on March 18, 2008.

NOW, THEREFORE, according to the foregoing recitals and the following terms and conditions, and in consideration of the mutual promises herein, Permittee and Permitter hereby covenant and agree as follows:

1. Section 1(b) of the Agreement shall be amended and replaced in its entirety to read as follows:

(b) The "Permitted Activities" shall consist of the following specific activities at specific locations of the County's property, as shown on the updated and revised Exhibit A attached to this Agreement, all of which are necessary for WASCO to undertake in order to implement the remedial action plan, as described in the report titled "Remedial Action Plan," dated March 9, 2004, and approved by PSD on March 12, 2004, as modified by the RAP Addendum, dated August 23, 2004, and approved by PSD on August 24, 2004, and with respect to MW-23, as modified by WASCO's proposed work plan to install and periodically monitor groundwater monitoring well MW-23 ("Well Installation Work Plan Addendum No. 2", dated April 11, 2008). These documents included the following activities: (1) continued periodic monitoring of four groundwater monitoring wells (MW-7, MW-9, MW-10 and MW-13) currently located at various locations on the County's property; (2)utilization of MW-15 as a remediation well during the remediation project; (3) installation of three additional remediation wells (MW-17, MW-19 and MW-20); (4) utilization of an unused portion of the parking lot plus one adjacent parking space (the "treatment pad") during the remediation project, for installation of above-ground equipment necessary to operate the treatment system for the remediation project and discharge treated vapor to the atmosphere under permit from County Air Pollution Control District; (5) one-time (for two consecutive weeks) trenching and installation of underground piping and utilities from the treatment pad to wells MW-15, MW-17 , MW-19 and MW-20, temporary storage of excavated soils on the County's Property, followed by utilization of such below-ground piping during the remediation project; (6) one-time trenching and installation of piping from the treatment pad to the edge of the Bank's Property, as shown on Exhibit A hereto, from where further underground trenching and piping will lead to a remediation well (MW-18) on the Bank's adjacent Property, temporary storage of excavated soils on the County's property, followed by utilization of such below-ground piping and utilities during the remediation project; (7) such access as may reasonably be required for installation, start-up, operation and maintenance of the treatment system, the wells, the associated piping and utilities; and (8) installation and periodic monitoring of one additional groundwater monitoring well (MW-23).

2. Section 17 "COMMENCEMENT, DURATION AND TERMINATION:" shall be amended by the addition of the following paragraph;

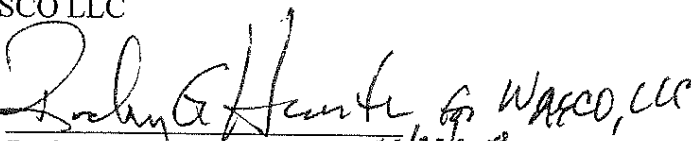
"The General Services Department Director (or designee), is authorized to exercise amendments as needed to allow the completion of the Permitted Activities as defined herein."

3. No other provisions of the Agreement are changed by this addendum.

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IN WITNESS WHEREOF, the parties have executed this Addendum to Access and Use Agreement as of the last date set forth below.

"PERMITTEE"
WASCO LLC

By: 
Rodney Huerter, Director *10/30/2008*
Environmental Affairs

"PERMITTOR"
COUNTY OF SANTA BARBARA

ATTEST:
MICHAEL F. BROWN
CLERK OF THE BOARD


By: _____
Salud Carbajal, Chair
Board of Supervisors
County of Santa Barbara


By: _____
Deputy

Date: _____

APPROVED AS TO FORM:
DENNIS MARSHALL
COUNTY COUNSEL

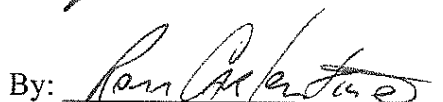
APPROVED AS TO FORM:
ROBERT W. GEIS, CPA
AUDITOR-CONTROLLER

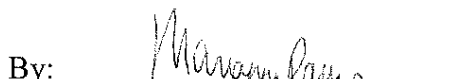
By: 
Deputy

By: 
Deputy

APPROVED:

APPROVED:

By: 
Ronn Carlentine, SR/WA
Real Property Manager

By: 
Ray Aromatorio, ARM, AIC
Risk Program Administrator

