

EXHIBIT 2-A

BRIAN D. CALL

Attorney at Law

500 Camino El Estero, Suite 200
Monterey, California 93940-3206
briancall@mtrylaw.com

Sean Flavin
Of Counsel

Telephone (831) 649-3218
Facsimile (831) 649-4705

RECEIVED

January 24, 2005

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Andrew M. Bell
District Engineer
Monterey Peninsula Water Management District
P. O. Box 85
Monterey, CA 93942-0085

MPWMD

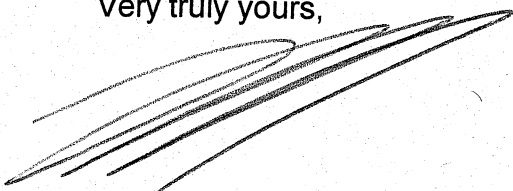
Re: Phase II Pebble Beach Recycled Water Project Agreement

Dear Andrew:

Thank you for forwarding to me two originals the Agreement for Sale of Recycled Water between the Monterey Peninsula Water Management District and Robert Louis Stevenson School dated as of December 15, 2004. In reviewing the draft Agreement, I have also reviewed the Agreement for Sale of Reclaimed Water dated December 15, 1992, by and between the Monterey Peninsula Water Management District and Robert Louis Stevenson School. The following are my comments:

1. In item A of recitals, the last two lines, should the reference me to the Agreement for Sale of Reclaimed Water between MPWMD and the Buyer dated December 15, 1992?
2. The references to Robert Louis Stevenson School as a "California not-for-profit corporation" in the introductory provisions, at Section 1.8 and at the signature lines on draft page 25 should be changed to reference the School as a California Non-Profit Corporation.
3. I would like to review with you incorporation of the provisions set forth in Section 6.4 of the 1992 Agreement.

Very truly yours,



Brian D. Call

BDC/djv

cc: Joseph E. Wandke, President