EXHIBIT 2-B

Golden State Planning and Environmental Consulting, Inc.

NOV 16 2006

November 16, 2006

MPWMD

Henrietta Stern Project Manager Monterey Peninsula Water Management District P.O. Box 85 Monterey, California 93942-0085

HAND Delivered

Re: Consulting Services

Henrietta:

On behalf of Golden State Planning and Environmental Consulting, Inc. (GSPEC), thank you for the opportunity to submit this proposal to provide professional consulting services relating to the Water Distribution System permit processing, preparation of Implementation Guidelines, and other tasks as assigned by the General Manager or his/her designee.

For this particular project or contract, I will be providing the consulting services. My professional experience includes permit processing, current, long-range, and environmental planning for both the private and public sector. Though I have never worked directly for your agency, I have the research, analysis and writing skills your agency seeks through my 21 years of planning experience. I personally have prepared hundreds of environmental documents, general plan updates, specific plans, zoning ordinance updates, US Census research, and staff reports for a variety of public agencies. My experience includes addressing all types of land use issues, working with public agency staff, meeting with applicants, and presenting to the decision making bodies. Permit processing is and has been integral to my work at San Juan Bautista, LAFCO, Monterey County Planning, and other public agencies I have worked for.

I am confident that my wide range of experience and skills will fulfill your agency's consulting service needs. I have reviewed the services agreement and it is acceptable to me.

Thank you for your consideration and I look forward to hearing from you.

Sincerely.

Matthew Sundt

Principal

Elizabeth Caraker, AICP

Principal

SECTION 1: QUALIFICATIONS OF THE FIRM

GSPEC is a full-service land use and environmental planning firm based in Monterey. GSPEC is premised on client satisfaction through adherence to professional standards, which include thoroughness, objectivity, innovation, open lines of communication, and the assurance that our client's needs and objectives are met in a cost- and time-efficient manner. GSPEC expedites services through hard work, diligence, continual communications with the client, and the ability and willingness to work the hours necessary to complete the job.

Golden State Planning and Environmental Consulting, Inc. provides the following services for both private and public sector clients:

Community Planning

- Procedural Planning
 - > ordinances
 - > resolutions
 - public notices
 - > staff reports
 - public service needs assessments
 - > sphere of influence studies
- Policy Planning
 - general plans
 - > area plans
 - > local coastal programs
 - > specific plans
- Coastal Planning
 - > permit processing
 - project compliance with local coastal programs and the Coastal Act

Environmental Analysis

- Mitigation Monitoring
- California Environmental Quality Act documents (i.e., initial studies and environmental impact reports)
- National Environmental Policy Act documents (i.e., environmental assessments and environmental impact statements)
- Environmental Notices
- Environmental Findings
- Mitigation Monitoring Programs

Public Facilitation

 Public Facilitation whereby community members, agencies, institutions, and stakeholders are included in planning processes through workshops.

Land Development and Project Management

- Project Management for private residential, commercial and industrial development
- Subdivisions, Master Plans, Site Analysis
- Navigation through federal, state and local regulations
- Use of professional subconsultants

LAFCO

During an approximately one year period, Elizabeth Caraker and Matthew Sundt assisted the Executive Director with LAFCO tasks, including:

- editing and coordinating circulation of the North County Municipal Service Reviews(MSR)
- monitoring contracts and progress of MSR consultants
- executing new consultant contracts
- · coordinating consultant work on developing the MSR determinations template
- drafting staff reports
- reviewing LAFCO applications for annexations, sphere of influence amendments, district reorganizations
- revising the LAFCO inventory of public agencies, including coordinating mapping, graphics

City of San Juan Bautista

Since November 2000, GSPEC (Elizabeth Caraker and Matthew Sundt) have served as the "City Planner" for the City of San Juan Bautista. Tasks have included:

- · addressing all planning related inquiries
- facilitating all planning projects
- preparing all Planning Commission and Historic Review Board staff reports, agendas and packets
- preparing City Council staff reports
- preparing all CEQA documents
- organizing and facilitating public workshops
- preparing Design Guidelines, Historic Plan, and numerous ordinances including Historic Preservation ordinance and Mixed Use ordinance (adopted)
- preparing Housing Element and comprehensive zoning ordinance update (not yet adopted)
- presenting to Historic Resources Board, Planning Commission and City Council

SECTION 2: QUALIFICATIONS OF ASSIGNED INDIVIDUAL

Matthew Sundt, Principal, will be the point of contact and perform all work tasks associated with the contract. Mr. Sundt will ensure the timely delivery of complete work products. Mr. Sundt's resume is provided below. In the resume below there is a section titled "Planning Services". For those agencies have process applications for a variety of entitlements requests (subdivisions, shopping centers, annexations, sphere of influence amendments, new building construction, etc.)

MATTHEW A. SUNDT

988 Fountain Avenue Monterey California 93940

Phone/Fax: 831-372-1314/sundt@goldenstateplanning.com

Mr. Sundt has 21 years of experience as a planner, environmental consultant, and is a facilitator/project manager for private property development. He provides planning services to a variety of public agencies and prepares and manages environmental documents for residential, commercial, industrial, and public utility projects. Mr. Sundt has extensive knowledge of the CEQA and NEPA process through preparing over 200 environmental documents since 1986. Prior to 1986, he was in the construction trades and fought fires with the United States Forest Service as a Hotshot crewmember and Smokejumper.

TECHNICAL CAPABILITIES

- Expertise in contract planning services for cities and counties including processing annexations, general plan updates, general plan amendments, zoning ordinance amendments, sphere of influence amendments, subdivisions, lot-line adjustments, landscape ordinances, impact fee adjustments, and tree ordinance guidelines.
- Provides staff support to LAFCO of Monterey County to include research and preparation of reports for Sphere amendments, Annexations, Incorporations (e.g., Carmel Valley), Municipal Services Review, and other support services related to the LAFCO responsibility. Prepares staff reports and presents to the LAFCO Commission.
- Provides project management and technical assistance for a wide range of environmental studies and planning projects.
- Has extensive experience developing project scopes, writing proposals, negotiating contracts, coordinating subconsultants, editing and analyzing technical reports for clarity and for conformance with local, state and federal agencies, including permitting processing and CEQA and NEPA.
- Specialized skills include the California Air Resources Board's URBEMIS7G air emissions program, CALINE4 mobile emissions analysis program and Sierra Systems permit processing software program.
- Project management services for subdivision and development entitlements in Monterey County.

EDUCATION AND AFFILIATIONS

B.A. in Environmental Studies, University of Santa Cruz Certificate in Air Quality Management, University of California, Davis

Ongoing education in transportation planning, habitat restoration, air quality and erosion control through the University of California Extension Program Member, Association of Environmental Professionals

PROJECT EXPERIENCE

Planning Services
LAFCO of Monterey County
Monterey County Planning and Bldg. Insp.
City of Gonzales
City of Seaside
City of Soledad
City of San Juan Bautista

Urban Development

Marina University Villages Specific Plan EIR, City of Marina Fort Ord Base Reuse Plan and EIR, Fort Ord Reuse Authority Fort Ord Infrastructure Improvement Project EA/IS, Fort Ord Reuse Authority Dixon Downs Horse Racetrack and Commercial Development Center EIR, City of Dixon

Lincoln East Specific Plan EIR, Yuba City

Harter Specific Plan and Yuba City Marketplace EIR, Yuba City

Lake Road Grizzly Ranch Subdivision, Stanislaus County Soledad Mission Shopping Center EIR, Soledad Mission Monterey Oaks Supplemental EIR, County of Monterey DBO Commercial Project Initial Study, City of Watsonville East F Street Specific Plan EIR, City of Oakdale Eastgate Planned Community Master Plan, City of Ceres Cuesta College Subsequent EIR, City of Paso Robles Crossroads Community Specific Plan and EIR, City of Riverbank

Moss Landing Inn EIR, County of Monterey Gonzales Regional Shopping Center EIR, City of Gonzales Community Hospital of the Monterey Peninsula (CHOMP) Master Plan EIR, City of Monterey

Dynamis Wastepaper Recycling Project EIR, City of Sanger (and City of Lemoore)

Bishop Ranch Residential Subdivision and Golf Course EIR, Monterey County

PVP/Pacific Estates Residential Subdivision Supplemental EIR, City of Pismo Beach

Natural Resources

Santa Lucia Conservancy Natural Resources Monitoring and Data Management Program Audit Report Monterey Peninsula Regional Park District Master Plan EIR, Monterey Peninsula Regional Park District

Fire Management Plans

Gonzales Draft Multi-Hazard Emergency Response
Management Plan, City of Gonzales
Pinnacles National Monument Administrative Draft Fire
Management Plan, National Park Services
Mosquito Fire Safe Council Implementation Plan,
Mosquito Fire Safe Council
Amador County Fire Safe Council Hazards Reduction Plan,
Amador County Fire Safe Council

Wastewater/Water Infrastructure

Diablo Grande Water Resources Plan Supplemental EIR, Stanislaus County

Fort Ord Wastewater Transport and Blanco Road Intersection Improvements Program EA/IS, Fort Ord Reuse Authority

Wastewater Reclamation Project EIR, Carmel Sanitary District/Pebble Beach Community Services District

Cañada Reservoir Preliminary Environmental Assessment, California American Water Company

City of Pacific Grove Reservoir Improvements Environmental Analysis, California American Water Company - Additional information is available upon request

SECTION 3: WORK APPROACH

Golden State Planning and Environmental Consultant proposes to accomplish the work tasks outlined in the Monterey Peninsula Water Management District Request for Proposals Scope of Work section as follows:

Task 1 - Permit Processing

This task is succinctly described in the RFP. My approach would be to implement this task as outlined.

Task 2 - Implementation Guidelines

This task is succinctly described in the RFP. My approach would be to implement this task as outlined.

SECTION 4: EXPERIENCE WRITING PROCEDURES MANUALS

The opportunity to write implementation guidelines does not occur very often. However, my most recent experience in this regard relates to the City of Soledad some years ago where their entitlements process procedures needed to be updated. I completed this work. I am now revising the same type of procedures for the City of San Juan Bautista.

SECTION 5: EXPERIENCE AS STAFF FOR PUBLIC AGENCY

My experience with public agencies has been in the context of planning departments. In this context, my job is to evaluate project applications for conformance with the agency's policies, rules, and standards. I have worked in the regulatory role for Gonzales, Soledad, San Juan Bautista, Monterey County, Seaside, and LAFCO.

SECTION 6: CEQA EXPERIENCE

I have written countless notices of Exemptions, Notices of Determinations, Initial Studies/Negative Declarations, and EIRs. I have also written the equivalent in the context of NEPA. See my resume above for a small sample of my work.

SECTION 7: REFERENCES

LAFCO Kate McKenna, Executive Director 754-5838

City of San Juan Bautista Jan McClintock, City Manager 623-4661

SECTION 8: HOURLY RATE

\$90/HR.

SECTION 9: IMPLEMENTATION GUIDELINES

I anticipate spending 100 to 140 hours on this particular component of the project. Therefore the cost would be between \$9,000 and \$12,500.

INSURANCE

GSPEC retains the following insurance:

- Workers' compensation insurance in accordance with California Labor Code Section 3700 and with a minimum of \$100,000 per occurrence for employer's liability.
- Comprehensive automobile liability covering all motor vehicles, including owned, leased, non-owned, and hired vehicles, used in providing services under this Agreement, with a combined single limit of not less than \$500,000 per occurrence.
- Commercial general liability, including but not limited to premises, personal injuries, products, and completed operations, with a combined single limit of not less than \$1,000,000 per occurrence.