

Amendment #1
July 17, 2001
Accounting
Group

WASHINGTON SUBURBAN SANITARY

Interoffice Memorandum

TO: DOMINIC TIBURZI, GROUP LEADER
PROJECT DELIVERY GROUP

FROM: THAIS B. VITAGLAINO, PROJECT MANAGER
PROJECT DELIVERY GROUP

DATE: JULY 17, 2001

SUBJECT: AMENDMENT TO MEMORANDUM OF UNDERSTANDING (MOU)
HOYLES MILL WASTEWATER PUMPING STATION; CONTRACT
NO. 94CR9880-A; CIP S-84.21

Attached for approval are three original amendments to the MOU for the referenced project. The developer, Arcola Investment Associates, has requested to amend the existing MOU to allow builders to receive the full amount of System Development Charge (SDC) as stated in SDC credit policy CUS 94-03, instead of allocating the SDC credits in a pro-rata basis across all units as initially agreed to. It is recommended that this change be approved.

TBV/

Attachments

Endorsed and Transmitted to the Chief Engineering and Construction:

I concur. D. Tiburzi 7-17
Deputy

Endorsed and Transmitted to the General Manager:

RRH/ajg 7-18-01

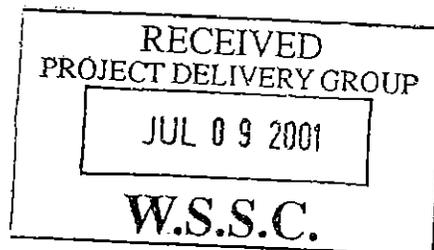
To JRB

*Looks OKAY. THIS MUST HAVE
GOT THIS UP FOR YOUR SIGNATURE
SINCE YOU MUST HAVE SIGNED MOU.
SIGNATURE RECOMMENDED (WHICH I HAVE
HAVE THEM READ DOCUMENT) (3 COPIES TO SIGN)*

[Signature]
7/14/01

ARCOLA INVESTMENT ASSOCIATES
6525 BELCREST ROAD, SUITE 300
HYATTSVILLE, MARYLAND 20782
TEL. (301) 779-4800

July 6, 2001



Mr. Dominic Tiburzi
Washington Suburban Sanitary Commission
14501 Sweitzer Lane
Project Delivery Group
Laurel, Maryland 20707

RE: Memorandum of Understanding
Hoyles Mill Wastewater Pumping Station

Dear Mr. Tiburzi:

Enclosed please find three (3) executed Memorandum of Understanding documents for the above referenced project.

Please have John Griffin sign each document and return one executed copy for our files.

Yours truly,
ARCOLA INVESTMENT ASSOCIATES
BY: CYLBURN, INC., GENERAL PARTNER

A handwritten signature in cursive script that reads 'Chris Hanessian'.

By: Chris Hanessian
Senior Vice President

/get
Enclosures

**FIRST AMENDMENT TO
MEMORANDUM OF UNDERSTANDING
(Contract Number 94CR9880-A, CIP Project No. S-84.21)
Hoyles Mill Wastewater Pumping Station**

Made this 12th day of July, 2001, by and between the WASHINGTON SUBURBAN SANITARY COMMISSION, a public agency of the State of Maryland, hereinafter referred as ("WSSC") and ARCOLA INVESTMENT ASSOCIATES, hereinafter referred to as ("Arcola").

WHEREAS, Arcola and WSSC entered into a Memorandum of Understanding - Pump Station effective May 17, 2000 ("Memorandum of Understanding"), relating to the construction of Hoyles Mill Wastewater Pumping Station, a 1.7 MGD wastewater pumping station located in the King's Crossing subdivision in Montgomery County, Maryland, which pumping station has been substantially completed by Arcola; and

WHEREAS, The parties desire to amend the provision of said Memorandum of Understanding with respect to the computation of the amount of System Development Charge (SDC) credits which may be available with respect to the construction of the pumping station.

NOW THEREFORE, in consideration of the mutual promises and benefits to be received by the parties hereto which are hereby acknowledged, the parties do hereby agree as follows:

Section 1 is deleted in its entirety and replaced with the following:

"1. WSSC and Arcola agree that design and construction of the Hoyles Mill WWPS is to be completed by or at the direction of Arcola. Cost responsibility for design and construction of these facilities, including those costs incurred by WSSC, for design review, construction inspection and any or all other related expenses will be that of Arcola. **Arcola shall receive System Development Charge (SDC) credits in accordance with WSSC's approved SDC credit policy (CUS 94-03).**"

In all other respects, the Memorandum of Understanding shall continue in full force and effect as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment to Memorandum of Understanding as of the date first written above.

[SIGNATURES APPEAR ON NEXT PAGE]

WITNESS:

ARCOLA INVESTMENT ASSOCIATES

By: Cylburn, Inc., general partner

Ann K. Tucker

By: *Chris Hanessian*
Chris Hanessian, Senior Vice President

Tax ID Number: 52-1379801

STATE OF MARYLAND

*

*

to wit:

*

COUNTY OF PRINCE GEORGE'S

I HEREBY CERTIFY that on this 6th day of July, 2001, before me, the subscriber, a Notary Pubic of the jurisdiction aforesaid, personally appeared Chris Hanessian, known to me (or satisfactorily proven) to be the Senior Vice President of Cylburn, Inc., a general partner of Arcola Investment Associates, and acknowledged that Chris Hanessian executed the same for the purposes therein contained.

WITNESS my hand and Notarial Seal.

Gloria M. Tucker
Notary Public

GLORIA M. TUCKER
(name printed)

My Commission Expires: 3-1-03

[SIGNATURES APPEAR ON NEXT PAGE]

WITNESS:

Julie Grove

APPROVED BY:

John Griffin
General Manager

STATE OF MARYLAND

*

to wit:

*

COUNTY OF PRINCE GEORGE'S

*

I HEREBY CERTIFY that on this 18th day of July, 2001, before me, the undersigned officer, personally appeared John Griffin, who acknowledged himself to be the General Manager of the Washington Suburban Sanitary Commission, a public corporation, and that he as such General Manager, being authorized so to do, executed the foregoing instrument for the purposes contained therein, by signing the name of the corporation by himself as General Manager.

WITNESS my hand and Notarial Seal.

Linda M. Turner
Notary Public

Linda M. Turner
(name printed)

My Commission Expires: 10/4/04