

EXHIBIT 4-A

APEX STRATEGIES**EILEEN O. GOODWIN**
Principal111 Nanna Court
Santa Cruz, CA 95060
(831) 460-1530

August 26, 2004

Mr. David Berger
General Manager
Monterey Peninsula Water Management District
P.O. Box 85
Monterey, CA 93942-0085*Re: Proposal for Services*

Dear Dave:

Thank you for the opportunity to propose services to your agency. I am very interested in helping you achieve your goal of developing a strategic plan and conducting a Board Workshop.

I have included an estimated budget for the workshop planning and facilitation. I have also included references for relevant projects.

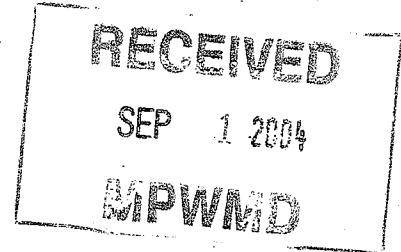
Once again, thank you for thinking of me. I look forward to hearing from you regarding this proposal and I am available to answer any questions you may have regarding my assumptions.

Sincerely,



Eileen O. Goodwin

Enclosure



Proposed Scope:

This budget is for coordination and facilitation services. Apex Strategies would:

- Consult with individual Chair and individual Board members on their desires and expectations for Strategic Plan workshop outcomes (up to 4 hours);
- Work with General Manager and key staff on technical information needed for workshop as determined by client (up to 3 hours assumes a lot by phone);
- Develop draft workshop agenda in consultation with Chair/Vice Chair Committee up to 1 hours;
- Facilitate day long workshop meeting *up to 9 hours (8 a.m.-5 p.m.)*; and
- Edit workshop summary *up to 2 hours*. (Budget assumes the workshop summary document to be produced and distributed by District staff.)

This effort could be accomplished for a not to exceed \$3,475 (\$3,325 staff time and \$150 in mileage)

This information is for estimating purposes only. I work on a time and materials basis and will bill you only for the work I perform. Apex Strategies is very interested in saving the client money and would be comfortable sharing tasks with the client's staff or with other consultant's staff as appropriate. Prior to and after the workshop consultation will occur by telephone and email wherever possible.

References:

Clark County Public Transit Benefit Authority (C-Tran)

Provide strategic plan development and deployment services to transit district in Clark County Washington. Provide facilitation and training regarding strategic planning process as well as effective techniques for communication with stakeholders. Developed goals and key performance indicators that are used to measure progress toward achieving each goal. Developed the 2002 Strategic Business Plan to support plan deployment throughout the next budget cycle.

Lynne Griffith, General Manager (360) 696-4494

City of Hayward

Provide facilitation services for the Route 238 Project in Hayward.

Jesus Armas, City Manager (510) 583-4305

Norman Y. Mineta San José International Airport.

Provide facilitation services on all aspects of \$3 billion airport expansion effort including technical meetings, City Council Workshops and community forums. Facilitate technical, budget, aesthetic and community issues.

Ralph Tonseth, Director (408) 501-7670

Pajaro Valley Water Management Agency

Planning and public education services for a ballot measure to authorize an increase in augmentation charges (water rate increase) for a water management agency. The successful Measure N campaign focused on the benefits of implementation of the Agency's Basin Management Plan.

Charlie McNiesh, Executive Director (831) 722-9292

San Benito Council Of Governments

Provide facilitation and community outreach services for the Highway 25 Safety and Operational Enhancements project. Planned and facilitated outreach meetings including meetings with the general public as well as impacted business and property owners. Conducted media outreach in support of the project. Developed project collateral materials. Provide on-going public relations services.

Mr. David Berger
August 25, 2004
Page 4

Tom Quigley, Executive Director (831) 637-7665

Santa Clara Valley Transportation Authority (VTA)

Provide community outreach, facilitation and marketing materials for transit projects funded by a recent \$6.2 billion ballot sales tax measure in Silicon Valley. Specific expertise includes working with a diverse ethnic community, facilitating consensus and dialogue regarding specific project's implementation. Projects include a \$500-800 million light rail extension, increased commuter rail service and a potential \$4+ billion BART extension to San Jose.

Julie Render, Project Manager Planning and Programming (408) 321-5744

Santa Clara Valley Water District

Developed a program management strategy and organizational structure for the East Flood Control Zone Projects to ensure timely delivery of the \$168 million program. Provide program management and community outreach services for Coyote Watershed capital improvement program. Provide program strategy as well as community outreach plan for project. As part of the Program Management team, work with local communities and staff in Milpitas and East San Jose to design and deliver community and environmentally sensitive flood control projects. Deliverables: Board reports, newsletters, fact sheets, meeting notices, meeting facilitation and meeting summaries.

Marc Klemencic, Project Manager (408) 265-2607 x2084

The Transportation Agency of Monterey County (TAMC)

Provide strategic planning, facilitation services and funding expertise to TAMC in support of a Transportation Expenditure Plan for Monterey County. The Expenditure Plan is a strategic planning document that covers a 20 -year timeframe. Services provided include development of a framework for coordination of all transportation project and funding prioritization, cost-benefit analyses, meeting facilitation and support of public education efforts. Developed agency outreach materials. In addition, provide public outreach services for the project to extend Caltrain service to Salinas and the Monterey Branch Line Intercity Rail Service.

Bill Reichmuth, Executive Director (831) 775-0903

Mr. David Berger
August 25, 2004
Page 5

Traffic Signal Implementation Process Improvement

Facilitate partnership effort between the City of San José's Department of Public Works and Department of Transportation. Facilitated multiple workshops and documented over a dozen recommended process improvements. Documentation process included goal setting, option exploration and consensus recommendations.

Barbara Keegan, now with the City of Sunnyvale, (408) 730-7426