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Paul R. De Lay (1919 - 2018)

October 22, 2018

David Stoldt
General Manager
Monterey Peninsula Water Management District
P. O. Box 85
Monterey, California 93942

Re: General Counsel Legal Services

Dear Mr. Stoldt:

I forward the proposal of De Lay & Laredo to renew the existing Monterey Peninsula Water Management District legal services agreement executed on October 21, 2015. I have been privileged to represent the Water Management District in the capacity of General Counsel continuously since March 1979. Throughout our engagement, we have maintained a close and frank working relationship with you, the Board of Directors, appointed officials and staff. I look forward to continuation of this relationship.

The term of our current legal services agreement ends on December 31, 2018. We offer to renew the agreement for a similar duration or for any alternate term you may select. We note the contract enables early termination, without cause, at any time during its term, by the affirmative vote of five (5) members of the Board.

Our firm continues to specialize in the representation of public agencies. We presently serve as General Counsel to Monterey County Regional Taxi Authority, Monterey Salinas Transit District, MST Corporation, Sunnyslope County Water District and as City Attorney for the City of Pacific Grove. We also provide legal counsel to several local fire districts, including Aromas Tri-County Fire Protection District, Carmel Highlands Fire Protection District, Cypress Fire Protection District, Pebble Beach Community Services District and South Monterey County Fire District. Further, we regularly provide training to public agency officials on topics ranging from Brown Act compliance, Ethical Conduct in Public Service, California Environmental Quality Act issues and Sexual Harassment prevention.

EXHIBIT 3-A

De Lay & Laredo General Counsel Legal Services
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Aside from David C. Laredo, other licensed attorneys in our Pacific Grove office include Heidi A. Quinn and Michael D. Laredo. Fran Farina, former General Manager to the Monterey Peninsula Water Management District, also remains available to assist the District in her *Of Counsel* capacity.

I propose to continue as lead attorney and General Counsel to the Water Management District on substantially the same terms and conditions that apply to our existing contract.

We propose the retainer be set at \$5780 for 25 hours of monthly service, and effort exceeding monthly retained service at two hundred forty-five dollars (\$245) per hour. Both rates adjust each calendar year during the renewal term, beginning January 1, 2020, at the rate of 4.0% adjusted to the nearest five-dollar increment. No other changes are proposed to terms of the prior agreement.

Dave, I am proud of our association with the Water Management District, and am pleased for this renewed opportunity to serve your Board, staff, and you as General Manager. I look forward to maintaining and enhancing each of these relationships.

If you have any question, comment, or concern, do not hesitate to contact me

Sincerely,

De & LAREDO

C. Laredo

DCL:rr