

From: Deborah Emler
To: [Weeks, Patricia](#); [Lund, Scott](#); [Simonton, Michael](#)
Cc: [Christine Guerci](#); [Deborah Emler](#)
Subject: [EXTERNAL] Language to replace the termination sections are below
Date: Friday, August 24, 2018 10:13:12 AM

CRC provided this potential resolution to resolve the termination issue.

There is a potential conflict in the new JPA between sections 5.2 and 6.2 which both address the old MOU and Exhibit A (Voting Process) to the new JPA:

Current Language:

5.2 Exhibit A, attached hereto, shall fully supersede the MOU upon affirmative vote of the majority of signatories to the MOU for termination in accordance with Section 11 of the MOU. The Parties acknowledge that this Agreement does not alter, change or revise determinations made by WAPA for the use of Prepayments for construction funding in accordance with the MOU.

6.2 Exhibit A, attached hereto, shall become effective upon execution by each Participant. Any Participant may terminate its participation in Exhibit A, attached hereto, pursuant to Section 12 of Exhibit A, attached hereto.

Conflict:

5.2 provides that Exhibit A shall fully supersede the MOU upon the majority vote of the signatories, while 6.2 states that Exhibit A is effective upon signing - presenting the possible situation of both the MOU and Exhibit A controlling different contractor's voting at the same time in the event that there are signatories to the JPA before the MOU is terminated.

Possible Resolution:

Change 6.2 to read:

6.2 Exhibit A, attached hereto, shall become effective upon *termination of the MOU in accordance with Section 11 of the MOU and section 5.2 herein* ~~execution by each Participant~~. Any Participant may terminate its participation in Exhibit A, attached hereto, pursuant to Section 12 of Exhibit A, attached hereto

Best Regards,

Debby Emler
Emler Consulting, LLC
CEO/Owner
480-296-4666