

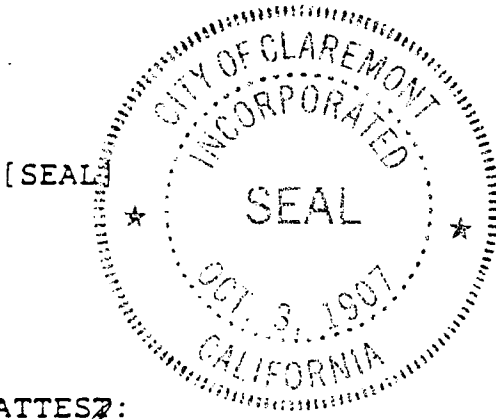
The section headings herein are for convenience only and are not to be construed as modifying or governing the language in the section referred to.

Wherever in this Agreement any consent or approval is required, the same shall not be unreasonably withheld.

This Agreement is made in the State of California, under the Constitution and laws of such state and is to be so construed.

This Agreement is the complete and exclusive statement of the agreement among the parties hereto, which supercedes and merges all prior proposals, understandings, and other agreements, including, without limitation, the Initial Agreement, whether oral, written, or implied in conduct, between and among the parties relating to the subject matter of this Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and attested by their proper officers thereunto duly authorized, and their official seals to be hereto affixed, as of the 17th day of March, 1992.



Program Participant:

City of Claremont

By Glenn D. Southard

Name: Glenn D. Southard

Title: City Manager

ATTESZ:

By Barbara A. Royalty

Name: Barbara A. Royalty

Title: City Clerk

APPROVED AS TO FORM:

By Rachelle J. Nicolle

Name: Rachelle J. Nicolle

Title: Deputy City Attorney