

**AGREEMENT REGARDING CONSTRUCTION AND FINANCING  
OF TAMALPAIS VALLEY HISTORICAL GUILD ARCHIVE**

This agreement ("Agreement") dated September 20, 2017 between the Tamalpais Community Services District ("TCSD") and the Tamalpais Valley Improvement Club ("TVIC") (collectively the "Parties") is entered into for the mutual benefit of both Parties by providing for the construction of a "Archives Storage" (the "Archives Storage") for the display of objects representing the history and memorabilia of Tamalpais Valley.

**RECITALS**

**WHEREAS**, TVIC was the owner of certain property located in unincorporated Marin County, a.k.a., Tamalpais Valley, Marin County, California, 94941, also known as County Assessor's Parcel Numbers 200-200-22 and 052-032-12 (the "**Tamalpais Valley Community Center**"), or the ("**Property**"), as more particularly described in Exhibit A attached hereto, and as diagrammed in Exhibit B attached to the Purchase and Sale Agreement dated September 20, 2017.

**WHEREAS**, On or about September 20, 2017, TVIC agreed to sell the Property to TCSD pursuant to the terms and conditions set forth in a Purchase and Sale Agreement.

**WHEREAS**, As a part of the negotiation of sale, TCSD agreed to jointly fund and construct a Archives Storage .

**WHEREAS**, the Parties now wish to enter into an agreement to bring clarity to their joint commitment and to set out in general terms the various roles each Party will play and actions needed to be taken to effectuate the proposal; and

**NOW THEREFORE**, the Parties hereby agree as follows:

Section 1.     Purpose. This Agreement is intended to set forth the financing and construction of a Archives Storage on TCSD property. The Archives Storage is intended to house the history and memorabilia of Tamalpais Valley and shall consist of a building of approximately 240 square feet, built under a permit from Marin County.

Section 2.     Terms. Contingent upon the successful transfer of Property from TVIC to TCSD, the following terms shall apply:

**1.     Location**

- a.     The Archives Storage shall be located on that property defined by Marin County parcels APN No. 200-200-22, 200-200-21 at site to be selected by TVIC.

**2.     Financial Contribution**

- a.     TCSD shall cause construction and permitting of the Archives Storage, to be 12x20ft.

- b. TCSD shall also contribute an amount not to exceed \$10,000 for landscaping, outside lighting, a front porch, a bench, and other improvements to enhance the building housing the Archives Storage .
- c. TCSD will expedite the construction permitting and building as quickly as possible.

**3. Resource Management**

- a. The Tamalpais Valley Historical Guild (the "Guild"), under the umbrella of the Tamalpais Valley Improvement Club, shall manage the resources of the Archives Storage after construction.
- b. In the event that the Guild cannot manage the asset, the moveable assets will go to the Marin County Civic Center Library and its curator.

Section 3. Good Faith Efforts to Negotiate. The Parties shall use their best reasonable efforts to successfully negotiate additional definitive agreements that will describe specific terms and conditions for further executing and implementing the proposal. Parties shall use their best reasonable efforts to obtain any third-party consent, authorization, approval, and exemptions required in connection with the transactions contemplated hereby.

Section 4. Counterparts. This Agreement may be executed in multiple counterparts, each of which shall be an original and all of which together shall constitute one instrument.

**IN WITNESS WHEREOF**, the TCSD and TVIC do hereby agree to the full performance of the terms set forth herein.

**Tamalpais Valley Improvement Club**

By:   
Curry Eckelhoff, President

**Endorsed By:**

  
Olivia Jacobs, Secretary

  
Roberta Ricketts, Board Member

  
Ellen Peterson, Board Member

**Tamalpais Community Services District**

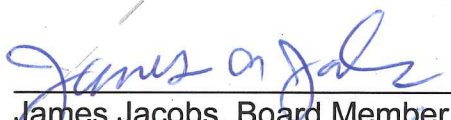
By:   
Heather Abrams, General Manager

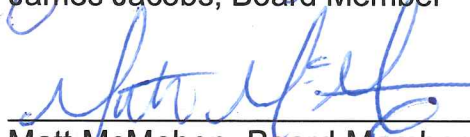
**Endorsed By:**

  
Stephen Bartschat, Board President

  
Steven Levine, Board Vice President

  
Jeff Brown, Board Member

  
James Jacobs, Board Member

  
Matt McMahon, Board Member