

CALIFORNIA STATE LANDS COMMISSION
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March 2, 2007

File Ref: PRC 8620.9

Mandy Allen
Operations Administrator
Monterey Bay Aquarium Research Institute
7700 Sandholdt Road
Moss Landing, CA 95039

RE: Aspen Environmental Group Monitor

Dear Ms. Allen:

This letter is written to memorialize our verbal agreement as to the conduct of Aspen Environmental Group (Aspen) during the upcoming cable laying project. As we have discussed, due to the time lag in the project, while the Monterey Bay Aquarium Research Institute (MBARI) secured the services of a cable laying ship, our contract with Aspen expired. Unfortunately this was not discovered until we were recently notified by you that the work was to commence March 9, 2007. The short notice did not provide us enough time to enter into a new contract and secure approval by the California Department of General Services. As a result, as we have discussed, we will terminate that contract and refund to MBARI the monies we hold in the reimbursable account to cover the cost of the mitigation monitoring.

As MBARI has acknowledged, Aspen will be invoicing MBARI directly while retaining a reporting obligation to State Lands and NOAA as further described below.

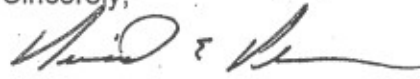
Monterey Bay Aquarium Research Institute (MBARI) agrees to contract the services of Aspen Environmental Group (Aspen), naming the California State Lands Commission (CSLC) as a third-party beneficiary to the contract, for the purpose of carrying forward the Third - Party Monitoring for the duration of the MARS Cable Observatory project. MBARI agrees that Aspen would maintain their existing role as the Third - Party Monitor providing compliance inspections as the Authorized Representative for the CSLC, and NOAA'S Monterey Bay National Marine Sanctuary (MBNMS).

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Aspen will adequately monitor and inspect project implementation, independently evaluate MBARI compliance with all environmental requirements, including permit conditions required by other agencies, and report directly to the CSLC and the MBNMS.

Please countersign this letter as acceptance and agreement to its terms and promptly return to my attention, in order to ensure that this project may proceed in the timeframes proposed.

Sincerely,



Dave Plummer
Regional Manager

Countersigned:



Monterey Bay Aquarium Research Institute

By:

KRAYBOULD

Date:

3/2/07