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April 15, 2002

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California Dept. of Fish & Game
P.O. Box 47
Yountville, CA 94599

Jane Hicks
U.S. Army Corps of Engineers
333 Market St., 8th Floor
San Francisco, CA 94105

Mark Littlefield
U.S. Fish & Wildlife Service
2800 Cottage Way
Sacramento, CA 95821

Mike Monroe
EPA Region IX
75 Hawthorne Street
San Francisco, CA 94105

California Dept. of Fish & Game
Legal Affairs Division
1416 Ninth Street, 12th Floor
Sacramento, CA 95814

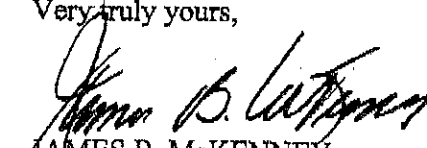
Re: Burdell Ranch Wetland Conservation Bank

Dear Parties:

It has been suggested that the Memorandum of Agreement should be formally amended to reflect the relocation of the wetlands that are being created. Enclosed is an amendment which embodies the modification orally agreed to be all of the agencies. If satisfactory, would you return a signed copy to me in the enclosed envelope, and I will in turn forward a completed signed copy to all of you for your files.

Your cooperation in this matter is appreciated.

Very truly yours,


JAMES B. MCKENNEY
Attorney for the Burdell Ranch
Wetland Conservation Bank

JBM:jb
encls.

**AMENDMENT TO THE
BURDELL RANCH WETLAND CONSERVATION BANK
IMPLEMENTATION AGREEMENT**

The Memorandum of Agreement by and between Mount Burdell Enterprises/Burdell Ranch Partners, Ltd. ("Burdell Tenancy in Common"), and California Department of Fish and Game; San Francisco District U.S. Army Corps of Engineers; U.S. Fish and Wildlife Service; and U.S. Environmental Protection Agency, dated September 12, 2000, is amended as follows and with reference to the following facts:

- A. In the review by the California Department of Fish and Game of the Phase I construction activities for the Burdell Ranch Wetland Conservation Bank under the California Environmental Quality Act, concerns were evidenced by the County of Marin, Caltrans, and the Federal Aviation Administration (FAA) over the proximity of the wetlands to the Gness Field runway and aviation easement;
- B. After consultation with these agencies, it was agreed by all of the parties to the Memorandum of Agreement that the wetlands to be created as part of the Bank should be relocated within the larger Burdell Ranch Property to accommodate these concerns.

NOW, THEREFORE, IT IS AGREED AS FOLLOWS:

1. **Relocation.** The wetlands which would have been created as part of Phase 1 and the reserve area of the Bank will be relocated a minimum of 4,000 feet east of the Gness Field runway on lands the California Department of Fish and Game has acquired from the Burdell Tenancy in Common. The relocated wetlands will be created on the crosswind runway lands and contiguous Department lands which are part of the Burdell Unit of the Petaluma Wildlife Area, all as shown on Exhibit A attached hereto and made a part hereof.

2. **Acreage.** The total acreage of new wetlands created for the Bank will be 24.1 acres. This acreage is equivalent to the acreage originally approved for Phase 1, the reserve area of the Bank, and the 1.9 acre berm that is in the process of being removed. Exhibit B, attached hereto, shows the types and acreage of wetlands originally proposed as part of Phase 1 and the revised acreage resulting from relocation. It replaces Table 1, page 13 of the Memorandum of Agreement. The actual number of wetland acres will be determined from the as-built plans and satisfaction of success criteria specified in the Memorandum of Agreement. Exhibit C, attached hereto, replaces Exhibit H to the Memorandum of Agreement.

PHI 14.2
res Ar. 6.7
berm 1.9

22.7
not 24.1

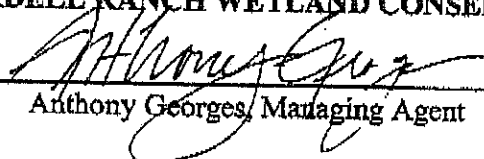
3. **Endowment Fund.** The Burdell Tenancy in Common agrees to increase the total endowment for the Bank to \$200,000, payable at \$830 per 1/10th acre per credit.

4. Phase 2. The Burdell Tenancy in Common no longer owns the lands which make up Phase 2 of the Bank.

5. Counterparts. This Amendment may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy will be equivalent to a signed original for all purposes.

In Witness Whereof, the parties have entered into this Amendment No. One as of the date last written below.

**MT. BURDELL ENTERPRISES AND BURDELL RANCH PARTNERS, LTD,
DBA BURDELL TENANCY IN COMMON and
BURDELL RANCH WETLAND CONSERVATION BANK**

By: 
Anthony Georges, Managing Agent

Date: 4/15/02

CALIFORNIA DEPARTMENT OF FISH AND GAME

By: _____

Date: _____

U.S. ARMY CORPS OF ENGINEERS, SAN FRANCISCO DISTRICT

By: _____

Date: _____

U.S. FISH AND WILDLIFE SERVICE

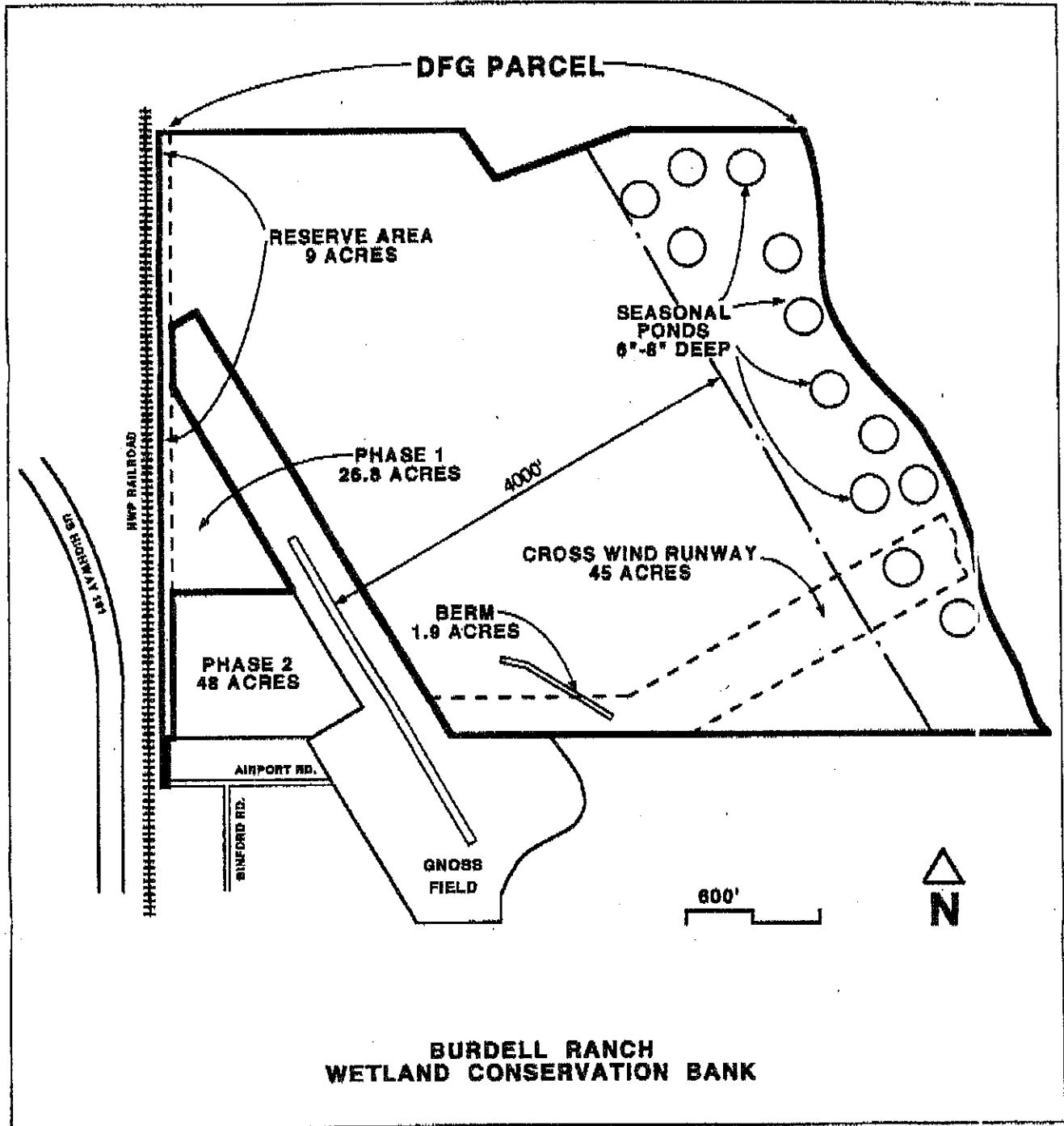
By: _____

Date: _____

U.S. ENVIRONMENTAL PROTECTION AGENCY

By: _____

Date: _____



**BURDELL RANCH
WETLAND CONSERVATION BANK**

	Size	Existing Seasonal Wetlands	Proposed Target Habitats (approximate)
Phase 1	26.8 ac	7.5 ac	15.5 ac Seasonal Marsh
Reserve Area	9.0 ac	1.8 ac	6.7 ac Seasonal Marsh
Berm Removal	1.9 ac		1.9 ac Seasonal Marsh
Total	37.7 ac	9.3 ac	24.1 ac Seasonal Marsh

**BURDELL RANCH
WETLAND CONSERVATION BANK**

Table 1, Page 13
Memorandum Of Agreement

EXHIBIT B

**EXHIBIT H
SCHEDULE OF CREDITS
BURDELL RANCH WETLAND CONSERVATION BANK**

Type of Wetland*	Number of Credits Available		
	<u>Phase 1</u>	<u>Reserve Area</u>	<u>Berm Removal</u>
Riparian			
Seasonal Marsh	155	67	19 = 241
Marsh	—	—	—
Total	155	67	19

*Actual acreage established by habitat may vary. Final acreage of the various habitats will be determined following plan implementation.

They have Corps authorization for 130 credits as of 2002 Aug 02

EXHIBIT C

TOTAL P.07