

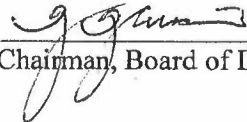
**LETTER OF INTENT
BETWEEN THE COUNTY OF KERN
AND FRAZIER PARK PUBLIC UTILITIES DISTRICT**

It is hereby the intent of the Assistant County Administrative Officer of General Services, of the County of Kern ("**County**") to recommend to the Kern County Board of Supervisors ("**Board**"), to authorize the transfer of ownership from County to the Frazier Park Public Utilities District ("**PUD**") the properties hereinafter described as the 0.85-acre parcel described as APN 260-081-21 and the 0.19-acre parcel described as APN 260-082-06, Frazier Park, County of Kern, California ("**Premises**"). The transfer of ownership shall be governed by the following terms and conditions:

1. The Premises are depicted on the aerial and parcel maps attached as Exhibit "A" and "B", respectively.
2. The purpose of the transfer of ownership is to allow the PUD to directly or indirectly install and maintain roadside signage on the Premises to promote local business ("**Purpose**").
3. Two large monument-type sign structures, with space for multiple business signs, shall be built to fulfill the Purpose ("**Signs**").
4. The design and location specified by the PUD for the Signs shall be approved by County prior to installation. The PUD acknowledges that the Premises lies in a flood plain and the Signs shall be designed and located accordingly.
5. Funding for the design, construction and installation of the Signs shall be provided by the Kern County Fourth District's Supervisor's Office.
6. If the Premises is not fully developed to for the stated Purpose within 12 months of the recordation of the deed, the deed shall revert back to County.
7. Subject to Board approval, County anticipates the transfer of ownership to occur by September 1, 2012.
8. The PUD has completed all inspections of the Premises and most due diligence, and hereby accepts the Premises in "as-is" condition.

The PUD hereby intends to accept the transfer of ownership, under the above terms and conditions, subject to Board of Supervisor's approval.

Frazier Park Public Utilities District

By 
Chairman, Board of Directors

Date 6/6/12

County of Kern General Services Division hereby intends to recommend to the Kern County Board of Supervisors the transfer of ownership, under the above terms and conditions.

COUNTY OF KERN

By 
Assistant County Administrative Officer
for General Services

Date 6.6.12