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September 11, 2017

confidential - attorney client privilege  
via electronic mail

Mr. Duane Whitelaw  
General Manager/CEO  
North Tahoe Public Utility District  
P.O. Box 139  
Tahoe Vista, CA 96148  
dwhitelaw@ntpud.org

Re: Peer Review of North Tahoe Event Center Lease

Dear Mr. Whitelaw:

At your request, I have reviewed the draft lease for the North Tahoe Event Center ("Lease") on behalf of the North Tahoe Public Utility District ("District"). The Lease was prepared by the District's other counsel as negotiated by District staff and counsel and by the proposed tenant and its counsel. I have provided my comments on the Lease (version 83105.00005\29848611.7) for consideration in a separate attachment and note that they are mainly editorial in nature. I have not reviewed the Agreement to Negotiate Exclusively nor any exhibits to the Lease. I am not commenting on the business terms of the Lease given the extensive negotiations between the parties to date but note I did not find any discrepancy between the business terms as described to me and the version of the Lease I reviewed. I am not commenting on whether the Lease is within the park purpose restriction on the title to the property as the District intends to initiate a validation action on that matter. Based on my review of the Lease and subject to the limitations noted in this letter, the version of the Lease I reviewed has the customary terms and conditions for this type of transaction.

Please let me know if you need any additional information on this matter.

Sincerely,



LYNN HUTCHINS

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