
Schedule 2.2(b)

Agreement Terminating Prior Agreements

AGREEMENT TERMINATING PRIOR AGREEMENTS

THIS AGREEMENT TERMINATING PRIOR AGREEMENTS (the "Agreement") is made as of February 21, 2011 by and between the Marion, Howell, Oceola and Genoa Sewer and Water Authority (the "Authority"), Marion Township, Howell Township, Oceola Township and Genoa Charter Township (the "Constituent Municipalities").

WHEREAS, the Authority and the Constituent Municipalities have approved the Water System Master Operating Agreement dated as of February 1, 2011 (the "Master Operating Agreement") to govern the operation of the System (as defined in the Master Agreement);

WHEREAS, the Authority and the Constituent Municipalities have previously entered into the agreements described on Schedule 1 (the "Prior Agreements") with respect to the System; and

WHEREAS, the Authority and the Constituent Municipalities desire to terminate the Prior Agreements;

NOW THEREFORE, in consideration of the obligations of the parties set forth in this Agreement, and other valuable consideration the receipt of which is hereby acknowledged, it is hereby agreed as follows:

Section 1. Termination of Prior Agreements. Each of the Prior Agreements described on Schedule 1 shall be terminated as of the date hereof and each of the Prior Agreements shall no longer have any force or effect.

Section 2. General Terms.

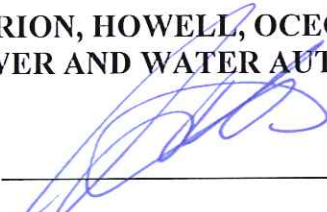
a. Governing Law. This Agreement shall be deemed to have been executed in, and all rights and obligations hereunder shall be governed by, the laws of the State of Michigan.

b. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

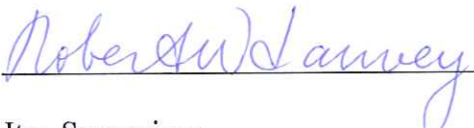
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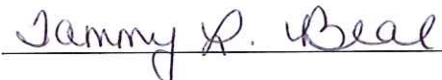
IN WITNESS WHEREOF, the parties have executed this Agreement the day and year above written.

**MARION, HOWELL, OCEOLA AND GENOA
SEWER AND WATER AUTHORITY**


By: 
Its: Chairman


MARION TOWNSHIP

By: 
Its: Supervisor


By: 
Its: Clerk

OCEOLA TOWNSHIP

By: 
Its: Supervisor


By: 
Its: Clerk


HOWELL TOWNSHIP

By: 
Its: Supervisor

By: 
Its: Clerk

GENOA TOWNSHIP

By: 
Its: Supervisor

By: 
Its: Clerk

Schedule 1

List of the Prior Agreements

The Authority and the Constituent Municipalities have previously entered into the following agreements, which are collectively referred to as the “Prior Agreements”:

- Common Elements Agreement dated November 1, 1996 among the Authority, Genoa Township, Howell Township, Marion Township and Oceola Township;
- First Expansion to the Joint Water Treatment Plant dated December 1, 1999 among the Authority, Genoa Township, Howell Township, Marion Township and Oceola Township;
- Operation and Maintenance Service Contract for Howell Township previously entered into between the Authority and Howell Township;
- Operation and Maintenance Service Contract for Genoa Township previously entered into between the Authority and Genoa Township;
- Operation and Maintenance Service Contract for Marion Township previously entered into between the Authority and Marion Township; and
- Operation and Maintenance Service Contract for Oceola Township previously entered into between the Authority and Oceola Township.

(agreement terminating prior agreements)