

EXHIBIT B

SAMPLE LETTER OF INTENT TO PROCEED WITH PROJECT

Date

VIA HAND-DELIVERY

Miami-Dade Water & Sewer Department

Attn: Director

3071 S.W. 38th Avenue, 5th Floor

Miami, FL 33146

Re: City of Coral Gables' Intent to Proceed with City Project at Location Identified Below

Dear Director:

On _____ (date) _____, a Mandatory Utility Meeting was conducted between the designees from the City of Coral Gables (the "City") and the Miami-Dade Water & Sewer Department (the "Department") in order to discuss the possibility of entering into a design, construction or design/construction Joint Participation Agreement for work to be done at _____ (approximate address) _____ on or around _____ (date) _____ (the "Project"). At the conclusion of the meeting, the Department opted to perform its own design work for the Utility Work needed at the Project.

In light of the expense the Department will incur in performing such design work, the City hereby acknowledges to the Department, pursuant to the authority granted to it through City of Coral Gables Resolution _____, that it intends to proceed with the Project in accordance with (1) the schedule set forth in the list of Projects provided to the Department every November as well as (2) the discussion held at the Mandatory Utility Meeting.

In the event the City fails to go forward with the Project for any reason after the date of this letter, the City agrees that it will reimburse the Department for fifty percent (50%) of the costs incurred by the Department for the design of the Utility Work through and including the date that the City provides written notice to the Department of its termination or rescheduling by more than one (1) year of the Project.

Sincerely,

Name

City of Coral Gables Title