

Agreement for In-kind Gift

This Agreement dated this 26th day of April, 2016, between Bien-Air USA, Inc., a Delaware Corporation, (Donor), and the Chabot Las Positas Community College District (CLPCCD), a non-profit educational institution, (University) is as follows:

WHEREAS, Donor desires to make a gift-in-kind to the Dental Hygiene Program for the benefit of \$44,250.00 , and

WHEREAS, the University relying on the proceeds of the gift to equip 15 Dental Clinic units, as set forth herein and in accordance with the wishes of the Donor,

THEREFORE, the parties hereto agree as follows:

1. The Recitals to this Agreement are true and correct and are incorporated herein.
2. The Donor pledges to make a gift to the University of the following:
 - 15 MX2 System including display, controller, tubing and converter.
The gift will be delivered during the Calendar year 2016.
3. The gift will be used as follows:
 - The Donor's gift-in-kind donation is to be used to equip the 15 Dental clinic units with electric motor capabilities at no charge. Units will still run existing handpieces with no changes in existing hoses or capabilities AND
 - The Donor and the CLPCCD agree that when the gift is no longer usable, the CLPCCD may dispose of the gift. The Donor has been informed of the CLPCCD's policy regarding the completion of IRS form 8282.
4. If, in the opinion of the President or the Executive Committee of the Board of Trustees of the CLPCCD, all or part of the gift cannot, in the future, be applied usefully to the above purposes, it may be used for any related purpose which, in

the opinion of the President or the Executive Committee of the Board of Trustees
will most nearly accomplish the wishes of the Donor as expressed herein.

IN WITNESS WHEREOF, the parties have executed this agreement this ____ day
of _____, 20__.

By: _____
Denis Cuendet,
VP Business Development
Bien Air USA

Chabot College, Chabot Las Positas
Community College District,
State of California

By: _____
Arthur Mateen,
Executive VP, General Manager
Bien Air USA, Inc.

By: _____

Lorenzo Legaspi
Vice Chancellor, Business Services

Date: _____