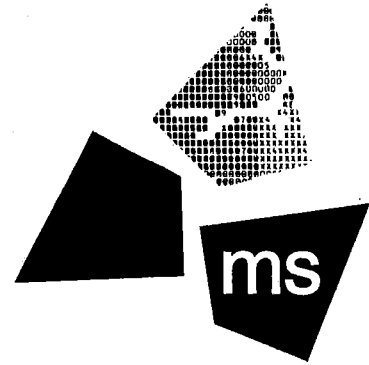


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June 3, 2002

Mr. George Jackson  
Water Resources Engineer  
City of Gahanna  
200 S. Hamilton Road  
Gahanna, Ohio 43230-2996

**Re: Proposal for Engineering Services  
Water Distribution System Modeling, Inventory & Management**

Dear Mr. Jackson:

The following represents a revised proposal to support the City of Gahanna's water distribution system modeling program.

**Scope of Services:**

Please refer to Exhibit A for a detailed scope of work regarding the above referenced project. All water distribution system modeling and facilities management tasks are presented as basic services; and flow and pressure tests as additional "as-authorized" services.

**Period of Service:**

We will complete the services outlined in Tasks 1 through 5 within a 150-day time frame, commencing upon written authorization to proceed and provided that all necessary record plan data from the City is received.

**Fee for Services:**

We have estimated a budget amount of Forty Seven Thousand Five Hundred Dollars (\$47,500.00) for basic services, Tasks 1 through 5 of the scope of work. If also authorized by the City, the estimated budget amount for Task 6 (hydrant flow and pressure tests) is an additional \$150.00 per test.

**EXHIBIT A**

Mr. George Jackson  
June 3, 2002  
Page 2

We will invoice monthly as work progresses. Refer to Exhibits B and C for a detailed breakdown of the estimated labor and budget amounts.

We trust your review of this proposal will be favorable. Should you have any questions, desire further information, or wish to discuss specific elements of this proposal in more detail, do not hesitate to call myself or Bill Johngrass.

Sincerely,



Kenneth W. Ricker, P.E.  
Project Manager

KWR/WJ:ztk

cc: Bill Johngrass, P.E.

File: 001-528.304

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Attachment