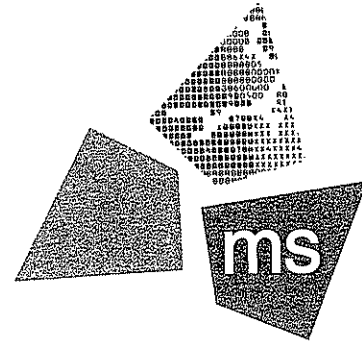


ms consultants, inc.
engineers, architects, planners

2221 Schrock Road
Columbus, Ohio 43229-1547
Phone: (614) 898-7100
Fax: (614) 898-7570
www.msconsultants.com

February 5, 2008



Mr. Jeff Feltz
Water Resources Engineer
City of Gahanna
200 South Hamilton Road
Gahanna, Ohio 43230

**Re: Letter of Agreement for
Construction Services
Olde Ridenour Road Waterline
City of Gahanna, Ohio**

Dear Mr. Feltz:

ms consultants is pleased to submit the following Letter of Agreement proposal to provide the City of Gahanna construction administration and resident representative services for the Olde Ridenour Road Waterline project.

Scope Of Services

A summary of the anticipated tasks that may be required are summarized in Exhibit A attached hereto.

Period of Service:

It is anticipated that bidding will occur during February-April 2008. Upon receipt of written authorization to proceed, ms consultants will begin construction services upon the successful contractor being issued Notice to Proceed, which is anticipated to occur by May 1, 2008. With the successful completion of construction within the 180-calendar day period being specified in the contract documents, we anticipate contract closeout and record plan submittals to be completed by November 30, 2008.

Fee for Basic Services:

Based on the assumptions made in the Scope of Services, we propose the following fees for this assignment:

- For the base bid alternative of predominantly open cut construction and pavement restoration over a 180 day period, a lump sum fee amount of Fifty Two Thousand, Two Hundred and Thirty Nine Dollars (\$52,239.00) for this assignment. All invoicing will be on a monthly basis.
- We anticipate that the alternate bid scenario with horizontal directional drilling and limited pavement restoration could reduce the actual construction administration and inspection activities by approximately 30 days. Based on this anticipated reduction in the level of effort, we propose a lump sum fee amount of Thirty Eight Thousand, Two Hundred and Forty One Dollars (\$38,241.00)

All invoicing will be on a monthly basis.

EXHIBIT A

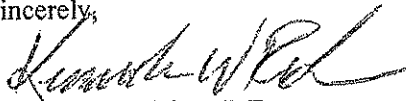
Mr. Jeff Feltz
February 5, 2008
Page 2

Should building modifications be required to obtain approvals such that the level of effort for this assignment requires adjustment to perform additional activities not delineated in the present scope of work, **ms consultants** can make appropriate adjustments in the Scope of Work and associated costs for performing these additional services with the CLIENT's written concurrence.

To confirm the conditions stated above are satisfactory, please return to me a signed, witnessed and dated copy of this proposal, which shall serve as our authorization to proceed and retain the second executed copy for your records. We look forward to your favorable consideration of this proposal on this important assignment.

Should you have any questions or wish to discuss specific elements of this proposal in more detail, feel free to call me at (614) 898-7100.

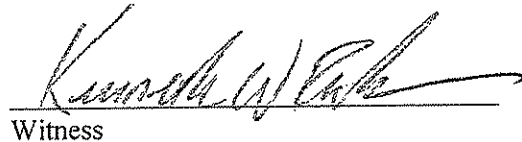
Sincerely,



Kenneth W. Ricker, P.E.
Senior Project Manager

We the undersigned agree to the above terms and conditions as witnessed by the signatures below.

ms consultants, inc.


Witness
John P. Pierko, PE
Vice President

2/5/08
Date

City of Gahanna, Ohio

Witness

Signature

Date

Printed Name

Title

KWR:mm

cc: RJB

File: 61-04951-00 Contract

N:\61\04951\Admin\Contracts\Client\04951_Mod3_Const.doc

ms consultants, inc.