

EXHIBIT A

Scope of Work

See attached Proposal dated February 22, 2008



Restoring Yesterday...Creating Tomorrow

municipal engineering
civil engineering
landscape architecture
land surveying

February 22, 2008

Dan Takasugi
Public Works Director
City of Calistoga
414 Washington Street
Calistoga, CA 94515

Re: On-Call Engineering Permit Review, Development Review, and Construction Inspection Services

Dear Mr. Takasugi:

The City of Calistoga would be an ideal client for Green Valley to serve with review services! We feel our size and experience is complementary to the City of Calistoga, a small community with big ideas! Green Valley can offer the City of Calistoga **Small Firm Advantages with Big Firm Experience.**

The City of Calistoga will get the best of both worlds with Green Valley. Because we are a firm of twenty civil engineers, surveyors, construction inspectors and landscape architects as well as support staff, we are able to focus on providing excellent client service. You and your projects will never get lost in the big corporate shuffle. You will benefit from seasoned industry experts, not recent new hires who use your project to gain experience. We will offer the City of Calistoga the unique opportunity of hands-on owner involvement with your projects. Principal Liz Ellis has over 20-years municipal engineering experience and is joined by a specialized staff of former public works engineers, city engineers, and private firm design professionals who have decades of experience to bring to the City of Calistoga.

We know that the ability to meet schedules and keep work within a set budget is a priority for the City of Calistoga. We therefore have included related project experience with references that we urge you to contact to assure you of Green Valley's ability to meet and hopefully exceed your expectations!

We are available to begin immediately. With recent successful contracts with other clients coming to a natural end we are more than prepared to begin serving the City of Calistoga immediately.

We can personally provide the following services: civil engineering design and plan check services, all aspects of Public Works services, construction inspection, water distribution and wastewater collection engineering, stormwater engineering, and landscape architecture. We routinely work with the traffic engineering firm, W-Trans, and the structural engineering firm, D.H. Charles and through these relationships are able to manage those project tasks as well.

Contained herein is information on Green Valley, the proposed personnel we would assign to your project, project experience, and our understanding of the City's needs for review services. We would warmly welcome the opportunity to service the City of Calistoga and invite you to visit Green Valley's exciting and dynamic web site at www.gvalley.com for additional information and project history associated with our firm.

If you have any questions at all you may reach me personally at 707-579-0388, on my cell phone at 707-326-5620 or by e-mail: lizellis@gvalley.com. We look forward to discussing our qualifications, fee and approach further with you.

Sincerely,

A handwritten signature in cursive script that reads "Liz Ellis".

Liz Ellis, P.E.
Principal

EXHIBIT "A"



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GreenValley
CONSULTING ENGINEERS

MUNICIPAL ENGINEERING SERVICES

- Plan Checking & Review
- City Engineer
- Transportation Engineering
- Bicycle & Pedestrian Pathways
- Parks, Recreation, Plazas
- Landscape Architecture
- Funding Strategies,
Development & Procurement
- Sustainability & Environmental
Sensitivity
- Licensed Land Surveying
- Permitting
- Construction Inspection &
Management
- DBE State Certified #29202



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our company

Green Valley Consulting Engineers is a municipal engineering, land surveying, and landscape architecture firm located in Santa Rosa, California. A team of over twenty, our motto of "*Restoring Yesterday...Creating Tomorrow*", aptly depicts Green Valley's commitment to our clients and their projects. Since our inception in 1997, we have literally moved hundreds of projects off of the drawing board and into the lives of the people and the communities in which we serve. We continually strive to implement innovative design solutions that minimize the environmental footprint we make on each of our projects as well as provide our clients with realistic solutions, coupled with exemplary project management.

Our Services

Green Valley specializes in providing design services and On-Call Consultant engineering services to the municipal community throughout Northern California. These services include general civil engineering, public works and construction inspection, water and wastewater services, storm water and drainage services, and construction engineering. We have a specialized staff and a hands-on owner involvement in all projects to assure our clients that their studies, evaluations, and designs are thorough and prepared by experienced professionals.

Green Valley performs land surveying and right-of-way and construction support services on the majority of our projects, with services ranging from topographic mapping to submittal reviews and day-to-day inspection. We have an in-house survey crew that can prepare the necessary right of way documents, easements, and topographic mapping needed for our projects. Green Valley personnel have worked with sub-consultants and specialty contractors in the areas of traffic, geotechnical, and structural engineering to assist with our plan checking services, and both Green Valley and our subs are known to the various permitting agencies that come into play on projects in today's often politically charged arena.

Plan checking and design review is just one of the services we offer our municipal clients throughout Northern California. We routinely review grading plans, drainage calculations, storm drainage improvements, water and sewer main improvements, streetscape and roadway improvements including alignment and grades and curb, gutter and sidewalk, street lights, and landscape plans. In 2003 we began providing grading and drainage plan checking for the County of Sonoma Permit and Resource Department. We understand that no public agency service is harder to predict and adjust to than development processing. We are well acquainted with needing to have prompt turnaround of submittals to meet the developers' needs and meet the expectations of elected officials who must answer to their constituents' requests and demands. We look forward to the opportunity of bringing our experience and quality client service to the City of Calistoga.

DBE State Certified

Should our clients and their projects ever require meeting DBE (Disadvantaged Business Enterprise) goals with their federally funded projects Green Valley can assist them with this requirement. As a woman-owned business we have received our DBE certification through the California Department of Transportation.

our team

Proposed primary team members for the City of Calistoga engineering consultant contract can be found on the next two pages. Following that we have included information on various review services we have provided for our other municipal clients. The Appendix includes resumes for key team members and describes their related qualifications.

Our People

For the City of Calistoga on-call project we offer an extremely skilled and motivated team who are individually and collectively prepared to deliver your projects on time and within budget. Principal-in-Charge, Liz Ellis, and a dedicated and friendly staff of twenty are available to the City at all times and include our administrative personnel, engineering and surveying staff, and engineering technicians.

Key plan check engineers will include Joe Gaffney and Michael Grimes. Michael and his family are residents of nearby St. Helena and can bring local knowledge of the community to our team. Our staff has expertise in hydrology and hydraulic studies, federal insurance studies, channel improvements, retention and detention basins, and hydraulic modeling.

Liz Ellis, P.E. Principal-In-Charge



Liz founded Green Valley Consulting Engineers in 1997. After working for 12 years in public and private sectors Liz pursued her vision of creating an organization that reflected her passion for restoring and enhancing communities and the lives of their residents.

Liz is an accomplished and experienced project manager and engineer with over 20 years of municipal infrastructure experience. She is known by clients for successfully managing and completing difficult and complex projects on time and often bringing them in early. Her experience includes preparation of preliminary reports and facility plans, parks, pedestrian/bicycle pathways, water and sewer main design and rehabilitation, project permitting, public participation and facilitation, and overall project management.

Liz will be available to the City of Calistoga at all times to answer any questions and to ensure client satisfaction.

Joe Gaffney, P.E., Plan Check Engineer-in-Charge



Joe has over thirty years of municipal engineering experience. He served as Associate Civil Engineer and City Engineer for the City of Rohnert Park for fifteen years. During that time Joe was responsible for the formulation, design, permitting, financing, and management of a wide variety of capital projects for the City.

Since his arrival to Green Valley five years ago Joe has been the Plan Check Engineer-in-Charge. He brings an intimate

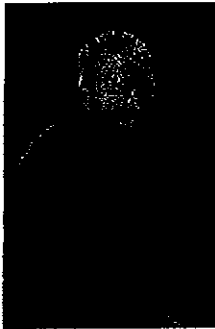


about us

understanding of what is required to perform quality plan check engineering and review for Green Valley's municipal clients. He single-handedly took over 1/3 of the plan check engineering review for the City of Santa Rosa (a community experiencing rapid development) despite time constraints out of his control and made sure to take every measure possible to see projects were approved in time. The City of Calistoga can be assured the same excellent service.

Joe will be the primary contact for the City of Calistoga.

Scott Graefen, Project Management & Landscape Architecture



Scott has over 17 years experience in streetscapes, park master planning & design, landscape master planning, commercial, civic and construction documentation. He is a unique asset to the Green Valley team as he not only is a gifted Landscape Architect, but he is also an accomplished Project Manager who leads many of Green Valley's key municipal infrastructure projects. Scott was an essential asset to the team for the Fort Bragg Downtown Street project as well as Pomo Bluffs. Because of his hands-on involvement with both of these projects, Scott will be available to manage the Main Street Realignment project.

Sean Lawson, Construction Manager/Inspector



Sean Lawson recently joined the Green Valley team as our new Construction Inspector. Sean is responsible for providing inspection duties on a variety of Public Works and Community Development projects including reviewing improvement plans, inspecting public improvement construction, preparing and administering contracts as well as preparing and maintaining a variety of reports while providing public assistance. He is available immediately to assist the Town of Windsor with their project needs.

We regularly work with the following sub-consultants on both design projects and as back-up resources for our plan check and development review assignments:

- Traffic Engineering – W-Trans
- Structural Engineering – DH Charles
- Geotechnical Engineering – PJC Associates, Kleinfelder, PGH, Giblin

We are very willing to work with any consultant that the City has a working relationship with. We can provide references and contacts for any of our sub-consultants upon request.



project understanding and role

Our Understanding

We believe that you are looking for a firm that can provide professional, responsive services with little to no "ramp up" time or training. A successful firm will provide you with a thorough understanding of current codes and regulations on the local, state and federal level and have the written and verbal communication skills that will allow positive dialogue between both the agency and the applicants.

Our Role

We believe that with our extensive experience of over 10 years in both design and plan checking capabilities for the City of Santa Rosa we can easily familiarize ourselves with your system and requirements. While working for the City of Santa Rosa in a plan check capacity for the Community Development Department we reviewed engineered plans submitted for permitting to ensure conformance to any Conditions of Development imposed by the Planning Department as well as conformance to local and state drainage laws and permit requirements.

We understand that we will be reviewing some or all of the following:

- Standard notes and details
- Grading plans
- Boundary conditions
- Drainage calculations
- Water, sewer, and storm drain improvements
- Street layout (alignment and grades)
- Street lighting
- Landscape components
- Miscellaneous curb, gutter and sidewalk improvements

Green Valley will be available on-call for routine evaluation of development applications, field inspections, and for coordinating meetings.

Engineering improvement plan checks will be driven by the City's Design Criteria and Standard Plans and Specifications. We will make recommendations as to alternative designs whenever these standards are not applicable. Turnaround times of plan checks are crucial and we understand that the published timelines in the Subdivision Map Act may need to be accelerated depending upon current City policy.

Once our plan check is complete we will prepare the necessary response to the applicant and prepare a copy for internal files. We understand the importance of documenting all decisions, comments and requests that we make and know that there may be times that we will be asked to testify in legal proceedings. We are very clear in advocating the City's position with the public and plan/permit applicants. This can be a fine line to walk so that a cordial relationship is maintained for future working relationships and so that elected officials receive positive feedback regarding staff's customer service. It is our job to ensure that the City staff is never put in a bad light with the public.

Green Valley offers in-house land surveying and landscape architecture services, which is a great asset in plan checking. Review of closure calculations and boundary maps are just one of the services that our surveying department offers, which allows us to shorten turnaround times on plan checks. Our licensed Landscape Architect can prepare any necessary exhibits or plans that the City may need on a short notice and perform plan check services as needed for development applications.



**project understanding
and role**

Green Valley works with a number of local consultants who specialize in traffic, structural and geotechnical services and most importantly have a working relationship such that immediate turnaround can be expected from our sub-consultants on time-sensitive plan checks. We are willing to work with either the sub-consultants listed in the team section or a firm that the City has established a working relationship with on previous projects.

Staff of Green Valley know the importance of staying current on the various regulations pertinent to our profession and their specialties and attend educational seminars and workshops on both a local and state level. Many of our professionals are working on their LEED accreditation and all are licensed by the State of California. Staff, including our design technicians, are all familiar with the National Fire Protection Association (NFPA) and International Building (IBC) Codes, as well as the Americans with Disabilities Act (ADA). We are active members of American Society of Civil Engineers and the North Coast Builders Exchange, who both offer workshops on a regular basis on code updates.

We predominately specialize in Public Works engineering for Northern California municipalities. We will not work for any private development clients within the City of Calistoga if retained.

On the following pages we have included related project experience similar in scope to the services being requested by the City of Calistoga. We have staff capable of assuming the required assignment and can fully commit ourselves at this time to the proposed workload.



Restoring Yesterday...Creating Tomorrow

municipal engineering
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FEE SCHEDULE

GREEN VALLEY CONSULTING ENGINEERS

Hourly Rates (Effective January 2008)

Principal	\$150
Project Manager	\$135-\$185
Landscape Architect	\$100
Project Engineer	\$100-\$160
Staff Engineer	\$95-\$140
Survey Crew	\$180-\$215
Professional Land Surveyor	\$135
Inspector	\$100
Field Personnel	\$75-\$95
CAD Technician	\$75-\$120
Clerical/Word Processing	\$68

Use of Company-Owned Equipment and Specialized Supplies

The cost of using company-owned equipment and specialized supplies is included in the hourly rates billed to our projects. These costs have either already been incurred as the cost of equipment purchases necessary for us to efficiently perform our tasks or represent a minor incidental cost that we feel should be considered as included in the preparation of professional documents.

Miscellaneous External Expenditures

Miscellaneous external expenditures, such as those costs associated with subconsultants, reproduction of originals will be billed at the actual cost plus 10%. Mileage will be billed at \$0.50.5 per mile.

EXHIBIT "B"

EXHIBIT C

Other Consultants, Specialists or Experts Employed by Consultant