EXHIBIT 2-A

MONTEREY PENINSULA WATER MANAGEMENT DISTRICT

MPWMD - Additional Modules

Statement of Work (SOW)

zone24X7

The Technology Solutions Company

Version 1.1

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1   Executive Summary

The Water Demand Division (WDD) of the Monterey Peninsula Water Management District (MPWMD) requires implementing three new modules to facilitate the handling of all receivable accounts, citation management and employee time tracking.

This statement of work is raised by Zone24x7 Inc. in relation with the above stated requirements for the three new modules and would address the high-level project scope, financial aspects and other related area of this potential project.

1.1   Overview

THIS STATEMENT OF WORK ("SOW") dated 22nd September 2008, sets forth a scope and definition of the consulting services, work and/or project (collectively, the "Services") to be provided by Zone24x7, Inc. ("Zone24x7") to Monterey Peninsula Water Management District.

The provisions which addressed by this SOW would discuss the high-level requirements, financial aspects, tentative effort estimations, and essential pre requisites of the project.

1.2   Total Exposure to the Client

Activity	Total Cost (USD)
Design, Development & Implementation of the additional modules for the MPWMD WDD-DBS system as per the details provided in the Project Scope Section of this Document	$29,601.32
Training Cost (for 4 Weeks)	$15,170.00
Total Cost	**$44,771.32**

Zone24x7 will invoice the client according to the payment schedule defined in <u>section 1.4</u> (which will be part of the main project schedule defined for the main MPWMD WDD-DBS proposal).

1.3   Training and Related Costs

Zone24x7 would provide the required system and user training for the entire system (including the main modules which were identified at the main project proposal of the WDD-DS). This would initially require identifying the training structure and the level of current user knowledge in order for the training schedule to be prepared. This statement, as specified in the table 1.4.1 outlines the training and other related costs only for a period of 4 weeks.

1.4   Payment Schedule

Zone24x7 Inc. would invoice the client according to the following payment terms / schedule:

Milestone	Amount [USD]
Baseline BRS / SRS / RFC	$3,700.17
A/R Module - UI Design - Client Signoff	$3,700.17
A/R Module - QA Client Signoff	$3,700.17
Tracking Module - UI Design - Client Signoff	$3,700.17
Tracking Module - QA Client Signoff	$3,700.16
Enforcement Module - UI Design - Client Signoff	$3,700.16
Enforcement Module - QA Client Signoff	$3,700.16
User Guide - Client Signoff	$3,700.16
Training Cost (4 Weeks)	$15,170.00
Total Project Value	**$44,771.32**

Table 1.4.1 - Payment Schedule

2   Project Scope

The high-level scope of the three proposed modules is described in this section.

Invoicing Module: Handles all the receivable account for all the departments. It keeps track of the accounts which are required to synchronize with the MPWMD accounting package. Other modules are integrated with this to generate invoices and receipts when required. This module does not include/cover any payments done by the MPWMD (Ex. Rebates etc).

Following is the summary of functions that will be covered under A/R module;

1 Separate module as A/R

2 If there is no account present when generating an invoice for WDD processes (Permit, Conservation) for the owner, need to direct A/R module with the relevant data (demographic data) to create account for the owner

3 When payment is done, need to credit individual accounts, chart of accounts and debit cash. A receipt is generated for the payment.

4 Allow to search for charges and account information for a given process by giving search options as in property search. Need to have wizard steps to create an account and show account information. Display and allow adding, editing charges with the amount and to generate invoice. As second step issue receipt when payments are done

5 All the invoicing and receipt generation from WDD process direct to the A/R section. Otherwise display all the information at the fee section in the process (Permit, Conservation)

6 Generate account transfer file for the current date creating a physical folder with the generated date and time. Allow to select date range to get the account info. Indicate the last generated date in a label so the user knows last generated date. By default the starting date should be the last generated date. Before generating check whether the cash and ledger are balanced, if not give a message

7 Allow to edit or void transaction for authorized users

8 Utilities -Maintaining Chart of Accounts, payment types

9 Report
  a.   Transaction within a given period.
  b.   Invoice statement

  c. Billing W/Date

  d. A/R

  e. Cache Receipt journal

  f. Ledger report

Time tracking: This module allows users to enter and track the time they spent on their daily work at office. Following are the summary of functionalities that will be covered under the module;

1 Separate module as Time Tracking to enter individual's start time, end time against category. Allow setting whether the CAW - reimbursable or not

2 When setting CAW - Reimbursements by individual, each individual account & CAW Reimbursement AC will update accordingly

3 At the A/R module, allow to select the "CAW-Reimbursement" from drop down to generate CAW-Reimbursement invoice

4 After receiving CAW-Reimbursement and updating the payment information, individual AC and CAW-Reimbursement AC will get updated automatically.

   Assumption – Assume the whole CAW-Reimbursement amount received should be equal to the invoiced amount

5 Under utility need to define the program category and individual rates, individual overtime and compensation time, total hours per day and OT

6 Reports

   a. Individual time sheet for given period

   b. CAW reimbursement amount for the given period

Enforcement: Administrative Enforcement module facilitates tracking and managing citations that can be issued if any of the enforcement rules are not followed and a fine could be levied. It covers violation of any enforcement in Water department and others. Following are the functionalities provided by the module;

1 Display the list of enforcements with Enforcement ID, APN, Violation, Fines, Status etc. once search

2 Display the recent enforcements with the information of date , type , fine and status (Closed , Schedule for hearing , Open) in property search

3   Trigger enforcement module with relevant permit or conservation information to proceed with enforcement process steps

4   Verify whether the previous enforcements are cleared before the conservation at conservation prerequisite section

5   Allow to add, edit, and delete enforcements

6   When adding, updating, give relevant wizard steps to proceed with the enforcement process flow

   a.   Summary information of the enforcement

   b.   Add property information

   c.   Enforcement

      i.   Violation Incidence

      ii. Allow to select violation template

      iii. Auto populates the fines. Allow to edit if required with remarks

      iv. Give button to generate Invoice which navigates to A/R module and allow generating invoice. Automatically update relevant accounts as given in invoicing module

      v.   Show payment information once payments are received

7   Add the decision to appealable list.

   Assumption: Hearing process similar to appeal hearing and will be covered under appeal section

8   Track for the date of payment receipts

9   Flag the property with the status of the enforcement after hearing or correcting the violation

10 Allow to enter decisions and finding after hearing process

11 Enforcement Utilities

   a.   Type of violations and fines, penalties and interest for late payment, administrative penalties and administrative cost

   b.   Templates

   c.   Rules (Time period) for date within which the fines should be paid / days within which the vacillations should be corrected

12 Reports

   a.   Enforcement report for given period   and status with the information like

      i. APN , Owner , Enforcement status , Fine amount ,
      Hearing decision

2.1   Prerequisites

Zone24x7 will require the following key dependencies from the client to kick off the project

1. Availability of all the relevant documents

2. Accessibility to the production environment (for testing)

3. Availability of a project responsible (PR) from the client to baseline business and technical requirements (i.e. BRS, SRS, DDS, Architecture Specification etc.)

4. Availability of a project responsible from the client for weekly project calls and meetings to clarify the requirements and to ensure the project direction

2.2   Assumptions

1. Development and functionality would be based on the functional requirements stated in the SRS documents

2. Any deviation from the above specification would be upon mutual agreement between MPWMD and Zone24x7

3. All hardware and hosting infrastructure would be provided by the client

4. All software and database licences required would be provided by the client

3   Benefiting from Zone24x7

- Zone24x7 has its offices in the US and in Sri Lanka which allows us to operate 24 hours a day and 7 days a week.

- A Program Manager is based in the USA. This model helps in providing effective communication between the teams and reduces the number of on-site engineers.

- Expertise in implementing hand held device applications to fortune 500 companies in the USA

- Expertise in designing mobile device hardware, porting firmware and drivers on Windows CE / Linux platforms

- Expertise in implementing firmware solutions.

- Zone24x7 strongly focus on technical systems and procedures and are following global best practices in software development, quality assurance and release procedure.

- We are in the process of obtaining SEI CMMI certification. Initial study and analysis shows that we are already at Level 3 compliance.

4 Signatories

Monterey Peninsula Water Management District   **Zone24x7, Inc.**

By: ....   By: ....

Name: ....   Name: ....

Its: ....   Its: ....

Date: ....   Date: ....

Head Quarters:	**Satellite Office:**	**Technology Center:**	**Technology Center:**
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ID		Line Item #	Task Name	Duration	Start	Finish
1			**Zone24x7 Sample Project Schedule**	**76.5 days**	**10/13/08**	**1/27/09**
2			**Requirements Analysis**	**25 days**	**10/13/08**	**11/14/08**
3			Amend Business Requirement Specification(BRS)	1 day	10/13/08	10/13/08
4			BRS internal review	1 day	10/14/08	10/14/08
5			Incorporate internal review comments to BRS and update Metrics	1 day	10/15/08	10/15/08
6			Release BRS to client and get the client feedback	5 days	10/16/08	10/22/08
7			Incorporate client review comments to BRS	1 day	10/23/08	10/23/08
8		28	*Baseline BRS*	0 days	10/23/08	10/23/08
9			Amend SRS / RFC	3 days	10/24/08	10/28/08
10			Release SRS / RFC for Internal review	1 day	10/29/08	10/29/08
11			Incorporate review comments to SRS / RFC and update Metrics	1 day	10/30/08	10/30/08
12			Release SRS / RFC to client and get the client feedback	5 days	10/31/08	11/6/08
13			Incorporate client review comments to SRS / RFC and update Metric	1 day	11/7/08	11/7/08
14		28	*Baseline SRS / RFC*	0 days	11/7/08	11/7/08
15			Update Unit Test Specification (UTS)	1 day	11/10/08	11/10/08
16			Update System Test Specifications (STS)	1 day	11/11/08	11/11/08
17			STS internal review	1 day	11/12/08	11/12/08
18			Incorporate review comments to STS and update Metrics	1 day	11/13/08	11/13/08
19			Update RTVM	1 day	11/14/08	11/14/08
20			**Architecture and Design**	**17 days**	**10/30/08**	**11/21/08**
21			Incorporate DB changes	10 days	10/30/08	11/12/08
22			Update Integration Test Specification (ITS)	1 day	11/13/08	11/13/08
23			ITS internal Review	1 day	11/14/08	11/14/08
24			Incorporate internal review comments to ITS and update Metrics	1 day	11/17/08	11/17/08
25			Update Unit Test Specification (UTS)	1 day	11/18/08	11/18/08
26			UTS internal review	1 day	11/19/08	11/19/08
27			Incorporate review comments to UTS and update Metrics	1 day	11/20/08	11/20/08
28			Update RTVM	1 day	11/21/08	11/21/08
29			**Implementation**	**56.5 days**	**11/10/08**	**1/27/09**
30			**A/R**	**56.5 days**	**11/10/08**	**1/27/09**
31			**Invoicing Module**	**29.5 days**	**11/21/08**	**1/1/09**
32			UI Design	5 days	11/21/08	11/27/08
33			*UI design complete*	0 days	11/27/08	11/27/08
34			Web service	7.5 days	11/28/08	12/9/08
35			UI Fucntionalaty	5 days	12/9/08	12/16/08
36			Backend	12 days	12/16/08	1/1/09
37			**Invoicing Utilities**	**9 days**	**11/10/08**	**11/20/08**
38			UI Design	3 days	11/10/08	11/12/08
39			*UI design complete*	0 days	11/12/08	11/12/08
40			Web service	2 days	11/13/08	11/14/08
41			UI Functionality	2 days	11/17/08	11/18/08
42			Backend	2 days	11/19/08	11/20/08

ID		Line Item #	Task Name	Duration	Start	Finish
43			**View/Print Invoicing Reports**	**18 days**	**1/1/09**	**1/27/09**
44			UI Design	5 days	1/1/09	1/8/09
45			*UI design complete*	0 days	1/8/09	1/8/09
46			Backend	12 days	1/8/09	1/26/09
47			UI Functionality	1 day	1/26/09	1/27/09
48			Code/Architectural Review	2 days	1/1/09	1/5/09
49			Unit Testing	2 days	1/5/09	1/7/09
50			Incorporate unit test feedback	2 days	1/7/09	1/9/09
51			A/R Module - UI - get client feedback	5 days	1/8/09	1/15/09
52			A/R Module - UI - incorporate client feedback	1 day	1/15/09	1/16/09
53		29	*A/R Module - UI design - client sign off*	0 days	1/16/09	1/16/09
54			A/R Module - QA - get client feedback	5 days	1/9/09	1/16/09
55			A/R Module - QA - incorporate client feedback	1 day	1/16/09	1/19/09
56		30	*A/R Module - QA client sign off*	0 days	1/19/09	1/19/09
57			**TimeTracking**	**25.5 days**	**11/10/08**	**12/15/08**
58			**Tracking Module**	**6.5 days**	**11/19/08**	**11/27/08**
59			UI Design	2 days	11/19/08	11/20/08
60			*UI design complete*	0 days	11/20/08	11/20/08
61			Web service	1.5 days	11/21/08	11/24/08
62			UI Functionality	1 day	11/24/08	11/25/08
63			Backend	2 days	11/25/08	11/27/08
64			**Utilities**	**7 days**	**11/10/08**	**11/18/08**
65			UI Design	2 days	11/10/08	11/11/08
66			*UI design complete*	0 days	11/11/08	11/11/08
67			Web service	2 days	11/12/08	11/13/08
68			UI Functionality	1 day	11/14/08	11/14/08
69			Backend	2 days	11/17/08	11/18/08
70			**View/Print Reports**	**5.5 days**	**11/27/08**	**12/4/08**
71			UI Design	2 days	11/27/08	12/1/08
72			*UI design complete*	0 days	12/1/08	12/1/08
73			Backend	3 days	12/1/08	12/4/08
74			UI Functionality	0.5 days	12/4/08	12/4/08
75			Code/Architectural Review	2 days	11/27/08	12/1/08
76			Unit Testing	2 days	12/1/08	12/3/08
77			Incorporate unit test feedback	2 days	12/3/08	12/5/08
78			Tracking Module - UI - get client feedback	5 days	12/1/08	12/8/08
79			Tracking Module - UI - incorporate client feedback	1 day	12/8/08	12/9/08
80		31	*Tracking Module - UI design - client sign off*	0 days	12/9/08	12/9/08
81			Tracking Module - QA - get client feedback	5 days	12/5/08	12/12/08
82			Consumption Module - QA - incorporate client feedback	1 day	12/12/08	12/15/08
83		32	*Tracking Module - QA client sign off*	0 days	12/15/08	12/15/08
84			**Enforcement**	**32 days**	**11/10/08**	**12/23/08**

ID		Line Item #	Task Name	Duration	Start	Finish
85			**Enforcement Module**	**12 days**	**11/17/08**	**12/2/08**
86			UI Design	2 days	11/17/08	11/18/08
87			*UI design complete*	0 days	11/18/08	11/18/08
88			Web service	3 days	11/19/08	11/21/08
89			UI Functionality	2 days	11/24/08	11/25/08
90			Backend	5 days	11/26/08	12/2/08
91			**Enforcement Utilities**	**5 days**	**11/10/08**	**11/14/08**
92			UI Design	1 day	11/10/08	11/10/08
93			*UI design complete*	0 days	11/10/08	11/10/08
94			Web service	1 day	11/11/08	11/11/08
95			UI Functionality	1 day	11/12/08	11/12/08
96			Backend	2 days	11/13/08	11/14/08
97			**View/Print Enforcement Reports**	**6 days**	**12/3/08**	**12/10/08**
98			UI Design	2 days	12/3/08	12/4/08
99			*UI design complete*	0 days	12/4/08	12/4/08
100			Backend	3 days	12/5/08	12/9/08
101			UI Functionality	1 day	12/10/08	12/10/08
102			Code/Architectural Review	2 days	12/11/08	12/12/08
103			Unit Testing	2 days	12/15/08	12/16/08
104			Incorporate unit test feedback	2 days	12/17/08	12/18/08
105			Enforcement Module - UI - get client feedback	5 days	12/5/08	12/11/08
106			Enforcement Module - UI - incorporate client feedback	1 day	12/12/08	12/12/08
107		33	*Enforcement Module - UI design - client sign off*	0 days	12/12/08	12/12/08
108			Enforcement Module - QA - get client feedback	2 days	12/19/08	12/22/08
109			Enforcement Module - QA - incorporate client feedback	1 day	12/23/08	12/23/08
110		34	*Enforcement Module - QA client sign off*	0 days	12/23/08	12/23/08
111			**Documentation**	**53 days**	**10/13/08**	**12/24/08**
112			Create release note	1 day	12/24/08	12/24/08
113			Create / update deployment instruction document	1 day	10/13/08	10/13/08
114			Create / update user guides	7 days	10/14/08	10/22/08
115			Review Userguide	1 day	10/13/08	10/13/08
116			Incorporate Review feedback	0.5 days	10/13/08	10/13/08
117			Get cleint feedback	5 days	10/13/08	10/17/08
118			Incoorporate client feedback	0.5 days	10/13/08	10/13/08
119		35	*User guide - client sign off*	5 days	10/13/08	10/17/08