EXHIBIT 3-A



MONTEREY PENINSULA WATER MANAGEMENT DISTRICT

WDD-DBS - Ordinance 139 Related Changes Statement of Work (SOW)



Version 1.0





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Executive Summary

This work statement is raised by Zone24x7 Inc. in relation with changes required to Rebate, Utility and WUC modules in order to incorporate amendment to ordinance 139 of Monterey Peninsula Water Management District (MPWMD) – Water Demand Division Database System and would address the high-level project scope, financial aspects and other related features of the potential project.

Zone24x7 Inc. is a leading global provider of technology innovation services headquartered in San Jose, California with offices in the USA, Sri Lanka and Malaysia. Zone24x7 was recognized as a **Microsoft Certified Gold Partner** in Mobility Solutions, Custom Development Solutions and Data Management Solutions competencies due to our excellent technological solution delivery, commitment, expertise and superiority. Zone24x7 is also a **Windows Embedded Partner** with market awareness and technology advantage for Windows CE .NET and Windows XP Embedded solutions. Zone24x7 provides innovative technology solutions essential for business success with next generation technology.

Zone24x7 Inc. had been providing scalable backend solutions using J2EE technologies to leading clients in the US since its inception.

Zone24x7 has been certified as a **CMMI Level 3** company by the US based Software Engineering Institute, part of Carnegie Mellon University, for its process maturity, successful project execution and delivery excellence.

Zone24x7 thrives to provide the utmost value to its clients by combining talented associates, proven world class methodologies and efficient use of technologies. To ensure seamless communication with its clients we use leading edge collaboration technologies across all our projects





1 Overview

THIS STATEMENT OF WORK ("SOW") dated 29th June 2009, 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 ("Client").

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

1.1 Exposure to the Client

Zone24x7 will allocate required resources to work on the requested changes (as specified under project scope section) under the purview of a Project Manager who would be responsible for directing the project and team with the consent of the client. Zone24x7 would invoice the client for the total estimated sum of USD **\$12,691.00** according to the payment schedule specified in section 1.2 (table 1.2.2)

1.2 Cost Summary and Payment Schedule

Project Phase	Estimated Hours	Total SOW Cost (USD)
Project Management	48.0	\$1,680.00
Requirement Study and Design Updates	142.0	\$4,118.00
Implementation	226.0	\$5,198.00
QA Testing	113.0	\$1,695.00
Total Development Cost	\$12,691.00	

Table 1.2.1 -Cost Summary

Payment #	Amount [USD]	Payment Term
Initial Payment	\$3,172.00	Upon Acceptance of SRS / DS Updates
Second Payment	\$4,759.50	Upon Acceptance of UI changes, QA/QC walkthrough
		and consequent updates
Third Payment	\$4,759.50	Upon acceptance of changes

Table 1.2.2 - Payment Schedule and Terms





2 Project Scope

Scope of these changes would cover implementing changes required to new Permit, Utility and WUC modules in order to incorporate amendment to ordinance 139.

- 1. Following changes required to be applied to Permit, Utility and WUC modules to handle amendment of rule 25.5 to ordinance 139 (When a Water Use Credit or On-Site Credit applied to a Water Permit originates from a Qualifying Device for which a Rebate has been issued, the District shall collect the amount of the Rebate as a Water Permit fee surcharge, in addition to any other fee that may apply to that Water Permit. This fee surcharge shall be deposited in the Rebate fund).
 - a) Current System can only get WUC from WUC application. WUC module needs to be change such that when getting WUC from rebate, system requests entering the rebate reference number after getting the WUC fixture. If rebates were taken for the WUC fixture, it will show how many rebate fixture quantity for that fixture is taken and how much rebate amount is given
 - b) Permit module would be changed such that when issuing a permit from WUC which was taken from rebated fixture, rebate surcharge fee will be added to permit fee(s) according to rebate amount issued previously for the relevant WUC fixture
 - c) Allow to capture chart of account for rebate fixtures. And this will allow generating PUC Report and Monthly Rebate Statistics report
 - d) Allow to generate CAW Rebate Report
- 2. Utility changes to incorporate feature to capture rebate account numbers
- 3. Reports CAW, PUC and monthly status reports





2.1 Work Breakdown Structure

Phase	Task	Deliverables	Timeline
Phase 1	Requirement study and design	 Updated SRS 	3.5 Weeks
	updates	 Updated Detail 	
		Design Specification	
		 Updated Test Cases 	
Phase 2	Implementation of changes and	 Updated Code 	5 Weeks
	new features		
Phase 3	QA / Testing	 Refined Code 	1 Week
		Test Cases	
Phase 4	Deploy updates and metadata	 Changed Modules 	2.5 Days
		[Peermit, Utility and	
		WUC modules]	

Table 2.2.1 - WBS MPWMD WBB-DBS - Ordinance 139 Related Changes

2.1 Prerequisites

- Availability of a project responsible from the client for weekly project calls and meetings to clarify the requirements and to ensure the project direction
- Availability of relevant documents and templates prior starting the work

2.2 Assumptions

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





3 Benefiting from Zone24x7

- More than a decade of industry experience in dealing with tier 1 retailers as well as tier 1 device manufacturers.
- Expertise in implementing system integration solutions to fortune 1000 companies in the USA.
- Zone24x7 has its offices in the USA, Malaysia and in Sri Lanka which allows us to operate 24 hours a day and 7 days a week.
- Proficiency in designing mobile device hardware, porting firmware and drivers on Windows CE / Linux platforms.
- Research collaboration with University of Moratuwa which is ranked as 10th best university in the Indian sub continent for applied research in Surface Computing, Computer Vision, Biofeedback and Wireless Communication.
- When required, program management is handled through the US office. This model helps in providing effective communication between the teams and reduces the number of on-site engineers.
- Zone24x7 strongly focus on technical systems and procedures and are following global best practices in software development, quality assurance and release procedure through a meticulous and structured methodology.





4 Signatories

MPWMD [Monterey Peninsula Water Management District]	Zone24x7, Inc.
inonterey Pennisula Water Management District	
Ву:	By:
Name	Name
Its:	Its:
Date:	Date:



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