

CONTRACT CHANGE ORDER

CHANGE ORDER NO. 1

Project Name: Shady Hills Wastewater Treatment Facility Expansion Project
PCU No. 02-095.00 Owner Number 002562 Bid No. 07-093
Contractor: Brasfield and Gorrie. LLC Contract Date: September 11, 2007 Notice to Proceed: September 12, 2007.

Conditions: The changes described herein shall be governed by the terms and conditions of the contract, and shall not in any way alter the terms of the contract, but shall hereinafter be a part of the contract.

The attached Shady Hills Wastewater Treatment Facility Expansion Project - Owner Direct Purchase Order Log for a deduction of \$10,582,454.37 includes equipment identified by the Contractor and agreed to by Pasco County to be purchased directly by the County for the this project. This includes a sales tax savings of \$612,648.70. Changes covered by this change order have been reviewed and recommended by the Engineer-of-Record King Engineering Associates, Inc. The total reduction in cost for the equipment included in Shady Hills Wastewater Treatment Facility Expansion Project - Owner Direct Purchase Order Log is \$10,582,454.37.

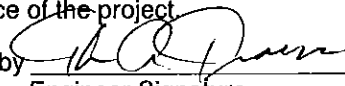
CHANGE TO CONTRACT PRICE

| | |
|--|-----------------|
| Original Contract Price | \$72,073,000.00 |
| Current Contract Price (as adjusted by previous change orders) | \$72,073,000.00 |
| The Contract Price due to the Change Order | \$61,490,545.63 |

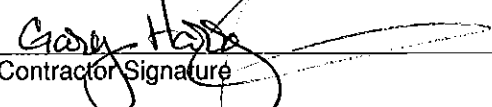
CHANGE TO CONTRACT TIME

| | |
|---|-------------------|
| Previous Time of Completion | 960 calendar days |
| Previous completion date | 04/29/2010 |
| The Contract Time by this Change Order will be increased by | 0 days |
| The new date for all work under the contract will be | 04/29/2010 |

Approvals Required: To be effective, this Change Order must be approved by Pasco County if it changes the scope or price of the project.

Recommended by  Date 12-19-07
Engineer Signature

Thomas A. Traina, P.E., Senior Project Manager
Name and Title (print or Type)

Accepted by  Date 12-17-07
Contractor Signature

Gary Harrington, Regional Vice President
Name and Title (print or Type)

Authorized by _____ Date _____
Pasco County Board of County Commissioners

Pasco Co. Clerk of the Circuit Court

Shady Hills Wastewater Treatment Facility Expansion Project - Owner Direct Purchase Order Log

| Section | Equipment | Qty | B&G P.O. Number | Pasco County P.O. Contact Information | Tax I.D. | Suggested Owner Direct Purchases | Taxes | Total | Prenegotiated Owner Direct Purchases | Taxes | Total |
|-------------------|--|--------|-----------------|--|-------------|----------------------------------|-------------|--------------|--------------------------------------|-------------|--------------|
| 06622 | * FRP Effluent Troughs | 28/7 | ODP-017 | P.O. and check written to Warminster Fiberglass, P.O. Box 188, South Hampton, PA 18966-0188, Attn. John Rolei | 23-2291304 | \$46,456.00 | \$2,837.36 | \$49,293.36 | | | |
| 11203 | * FRP Water Control Gates, Stop Plates, Stop Logs & Frames | 11/4/8 | ODP-020 | P.O. and check written to Ashbrook-Simon Hartley, 11600 East Hardy, Houston, TX 77093, Attn. Doug Thomas | 20-2117383 | \$180,709.00 | \$10,892.54 | \$191,601.54 | | | |
| 11212 | * Submersible Chopper Pumps | 4 | ODP-022 | P.O. and check written to Landia, Inc., 111 Triangle Trade Drive, Cary, NC 27513, Attn. Joyce Monachella | 56-2268599 | \$61,780.00 | \$3,756.80 | \$65,536.80 | | | |
| 11213 | * Sub, Non-Clog Centrifugal Pumps | 7 | ODP-031 | P.O. and check written to Barney's Pumps Inc., 2965 Barney's Pumps Place, Lakeland, FL 33812, Attn. Michael Vizza | 59-0720312 | \$60,000.00 | \$3,650.00 | \$63,650.00 | | | |
| 11215 | * Sod Hypo Sample Pumps | 1 | ODP-032 | P.O. and check written to Barney's Pumps Inc., 2965 Barney's Pumps Place, Lakeland, FL 33812, Attn. Michael Vizza | 59-0720312 | \$5,000.00 | \$350.00 | \$5,350.00 | | | |
| 11216/11515 | Sod. Hypo. Mtr. Skids /Coagulant Mtr. Skids | 2/1 | | | | | | | \$93,968.00 | \$6,150.76 | \$100,118.76 |
| 11217/11218/11220 | ** Horiz. S.P. Cent./N.C. Screw/Hor. Rec. Imp | 22 | ODP-008 | P.O. Written to Weir Specialty Pumps c/o TSC Jacobs - North, 24156 SR 54, Suite 3, Lutz, FL 33559. Check written to Weir Specialty Pumps, 440 West 800 South Salt Lake City, UT 84101 Attn: John Cook | 87-0529231 | \$300,000.00 | \$18,050.00 | \$318,050.00 | | | |
| 11219 | * Submersible Axial Flow W. W. Pumps | 5 | ODP-016 | P.O. and check written to Custom Pump and Controls, Inc., 6034 Jetport Industrial Blvd., Tampa, FL 33634, Attn. Steve Joyce | 65-0411672 | \$487,000.00 | \$29,270.00 | \$516,270.00 | | | |
| 11225 | Clarifier Equipment | 6 | | | | | | | \$561,900.00 | \$37,057.00 | \$598,957.00 |
| 11300 | * Membrane Disc Aeration System | N/A | ODP-018 | P.O. and check written to ITT Sanitaire, 71 Elm Street, Worcester, MA 01609, Attn. Susan Button | 13-5158950 | \$237,000.00 | \$14,270.00 | \$251,270.00 | | | |
| 11305/06600 | * Launder Covers/Weir Plates & Scum Baffles | 6/6 | ODP-028 | P.O. and check written to NEFCO, Inc., 4362 Northlake Blvd., Suite 213, Palm Beach Gardens, FL 33410, Attn. Zachery Ritchie | 59-2751562 | \$176,200.00 | \$10,622.00 | \$186,822.00 | | | |
| 11332 | *** Mechanical Screens | 2 | ODP-024 | P.O. and check written to Spaans-Babcock, Inc., 43-588 Edward Ave., Richmond Hill, ON L4CNY6, Attn. Shrvan Pai | 99100100169 | \$138,250.00 | \$8,345.00 | \$146,595.00 | | | |
| 11333 | * Septage Receiving Station | 3 | ODP-023 | P.O. and check written to Lakeside Equipment Corp., 1022 E. Devon Ave., Bartlett, IL 60103, Attn Steve Eckstein | 36-1358760 | \$322,728.00 | \$19,413.68 | \$342,141.68 | | | |
| 11353/11820 | ** Mechanical Mixers (Anoxic and Flash at CCC) | 10 | ODP-011 | P.O. Written to Eimco Water Technologies c/o TSC Jacobs - North, 24156 SR 54, Suite 3, Lutz, FL 33559. Check written to Eimco Water Technologies, 2850 South Decker Lake Drive, Salt Lake City, Utah 84119 Attn: Order Entry Administrator | 76-0742644 | \$215,000.00 | \$12,950.00 | \$227,950.00 | | | |

Shady Hills Wastewater Treatment Facility Expansion Project - Owner Direct Purchase Order Log

| Section | Equipment | Qty | B&G P.O. Number | Pasco County P.O. Contact Information | Tax I.D. | Suggested Owner Direct Purchases | Taxes | Total | Prenegotiated Owner Direct Purchases | Taxes | Total |
|-------------|--|-----|-----------------|---|-------------|----------------------------------|-------------|--------------|--------------------------------------|-------------|--------------|
| 11362/11363 | ** Grit Conc., Cyclone & Classifier | 2 | ODP-014 | P.O. Written to Eimco Water Technologies c/o TSC Jacobs - North, 24156 SR 54, Suite 3, Lutz, FL 33559. Check written to Eimco Water Technologies, 2850 South Decker Lake Drive, Salt Lake City, Utah 84119 Attn: Order Entry Administrator | 76-0742644 | \$285,000.00 | \$17,150.00 | \$302,150.00 | | | |
| 11366 | ** Deep Bed Filters | 7 | ODP-012 | P.O. Written to Roberts Leotech c/o TSC Jacobs - North, 24156 SR 54, Suite 3, Lutz, FL 33559. Check written to Roberts Leotech, Inc., Sixth and Columbia Ave., Darby, PA 19023, Attn: Warren Ringler | 23-2829705 | \$245,000.00 | \$14,750.00 | \$259,750.00 | | | |
| 11366 | *** Deep Bed Filter Media | 7 | ODP-030 | P.O. Written to Roberts Leotech c/o TSC Jacobs - North, 24156 SR 54, Suite 3, Lutz, FL 33559. Check written to Roberts Leotech, Inc., Sixth and Columbia Ave., Darby, PA 19023, Attn: Warren Ringler | 23-2829705 | \$417,836.00 | \$25,120.16 | \$442,956.16 | | | |
| 11380 | * Pos. Displacement Blowers | 3 | ODP-034 | P.O. and check written to Barney's Pumps Inc., 2965 Barney's Pumps Place, Lakeland, FL 33812, Attn. Michael Vizza | 59-0720312 | \$107,000.00 | \$6,470.00 | \$113,470.00 | | | |
| 11386 | Multistage Centrifugal Blowers | 5 | | | | | | | \$499,414.00 | \$34,958.98 | \$534,372.98 |
| 11516 | ** Odor Control Equipment | 2 | ODP-013 | P.O. Written to Biorem Technologies c/o TSC Jacobs - North, 24156 SR 54, Suite 3, Lutz, FL 33559. Check written to Biorem Technologies, 7496 Wellington Road 34, RR #3, Guelph, Ontario, Canada N1H6H9, Attn: Order Entry Administrator for Mike Harman | 98-0159578 | \$280,000.00 | \$16,850.00 | \$296,850.00 | | | |
| 11910 | * Misc. Sample/Sump Pumps | | ODP-033 | P.O. and check written to Barney's Pumps Inc., 2965 Barney's Pumps Place, Lakeland, FL 33812, Attn. Michael Vizza | 59-0720312 | \$8,000.00 | \$530.00 | \$8,530.00 | | | |
| 11600 | ** Floating Decanter | 2 | ODP-015 | P.O. Written to Fluidyne Corporation c/o TSC Jacobs - North, 24156 SR 54, Suite 3, Lutz, FL 33559. Check written to Fluidyne Corporation 5436 Nordic Drive Suite D, Cedar Falls, IA 50613 Attn: Ron Lichtneger | 84-0889809 | \$30,000.00 | \$1,850.00 | \$31,850.00 | | | |
| 13600 | Programmable Logic Controllers | | | | | | | | \$71,411.95 | \$4,999.00 | \$76,410.95 |
| 13605 | Computerized Maintenance Management System | | | | | | | | \$199,354.00 | \$13,955.00 | \$213,309.00 |
| 13701 | Truck Scale Computerized Weighing System | | | | | | | | \$339,225.00 | \$21,856.00 | \$361,081.00 |
| 14500 | ** Belt Conveyor | 1 | ODP-019 | P.O. and check written to Keller Angelillis Design and Manufacturing, 940 Douglas Avenue, Dunedin, FL 34698, Attn. Charles Angelillis | 530-0447787 | \$61,825.00 | \$3,759.50 | \$65,584.50 | | | |
| 15065 | † Stainless Steel Pipe & Fittings | LS | ODP-006 | P.O. and check written to Felker Fabrications, 22 North Chestnut Ave., Marshfield, WI 54449, Attn. Brandon Dix | 39-1305529 | \$540,940.00 | \$32,506.40 | \$573,446.40 | | | |

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| Section | Equipment | Qty | B&G P.O. Number | Pasco County P.O. Contact Information | Tax I.D. | Suggested Owner Direct Purchases | Taxes | Total | Prenegotiated Owner Direct Purchases | Taxes | Total |
|-------------|---------------------------------|-----|-----------------|--|------------|----------------------------------|---------------------|-----------------------|--------------------------------------|---------------------|-----------------------|
| 15100 | *** Plug Valves | LS | ODP-039 | P.O. and check written to Fluid Control Specialties, Inc., 2716 North Financial Court, Sanford, FL 32773, Attn. Mike McCurdy | 59-2472308 | \$211,883.00 | \$12,762.98 | \$224,645.98 | | | |
| 15100 | *** Butterfly Valves | LS | ODP-041 | P.O. and check written to Fluid Control Specialties, Inc., 2716 North Financial Court, Sanford, FL 32773, Attn. Mike McCurdy | 59-2472308 | \$544,668.00 | \$32,730.08 | \$577,398.08 | | | |
| 15100 | ** Hydraulic Control Valves | LS | ODP-040 | P.O. and check written to Fluid Control Specialties, Inc., 2716 North Financial Court, Sanford, FL 32773, Attn. Mike McCurdy | 59-2472308 | \$123,262.00 | \$7,445.72 | \$130,707.72 | | | |
| 15100 | *** Gate Valves | LS | ODP-043 | P.O. and check written to HD-Supply Waterworks, 7532 Malta Lane, Tampa, FL 33637, Attn. Ron Grossenbach | 03-0550557 | \$135,040.72 | \$8,152.44 | \$143,193.16 | | | |
| 15100 | * Mud Valves | LS | ODP-044 | P.O. and check written to Clow Rodgers Inc., P.O. Box 1154, Birmingham, AL 35243, Attn. Jerry Rodgers | 63-0900630 | \$11,654.00 | \$749.24 | \$12,403.24 | | | |
| 15100 | *** Check Valves | LS | ODP-042 | P.O. and check written to Diller Brown & Associates, Inc., 522 South Econ Circle, Oviedo, FL 32765, Attn. Don Lindsay | 59-2369737 | \$288,151.00 | \$17,339.06 | \$305,490.06 | | | |
| 16216/16431 | ** Diesel Generator /Switchgear | 3 | ODP-035 | P.O. and check written to Ring Power Corp., 9797 Gibsonton Drive, Riverview, FL 33569, Attn. Lew Symmes | 59-0934246 | \$2,684,150.00 | \$161,099.00 | \$2,845,249.00 | | | |
| | | | | | | Less Taxes | Tax Savings | Taxes Included | Less Taxes | Tax Savings | Taxes Included |
| | | | | | | \$8,204,532.72 | \$493,671.96 | \$8,698,204.68 | \$1,765,272.95 | \$118,976.74 | \$1,884,249.69 |

* Final Terms and Conditions acceptable.

** No response to Letter of Intent and Draft Purchase Order.

*** No response to Letter of Intent and Draft Purchase Order, Submittals received with no Terms and Conditions negotiated

† Vendor will not negotiate Terms and Conditions w/o a final Purchase Order.

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|--|------------------------|
| Current Contract price | \$72,073,000.00 |
| Total - Owner Direct Purchases including Taxes | \$10,582,454.37 |
| Total Tax Savings | \$612,648.70 |
| Contract adjustment for Change Order No. 1 | \$61,490,545.63 |