

October 28, 2007

REVISED

Mr. Ali Sleiman
ADC Energy Systems
P. O. Box 125787
Dubai, U.A.E.

Re: SHAM Project – Abu Dhabi

Dear Ali:

WM Group Engineers (WMGE) is pleased to submit our proposal to provide engineering services for the design of the mechanical, electrical and plumbing (MEP) systems of the above referenced district cooling project as follows:

A. Project Understanding and Scope:

The project entails constructing a total of three 40,000 RT chiller plants in Abu Dhabi to serve the majority of the Shams Project on Reem Island in Abu Dhabi. These plants will be constructed on individual 50 meter x70 meter plots and connected to a common distribution network which will be installed by others. The power input will be at 22 kV and chillers will use either 11 kV or 3.3 kV motors. There will not be chilled water storage tanks at the chiller plants.

ADC has retained Crang & Boake for the architectural and structural design. WMGE will provide the MEP design services in coordination with Crang & Boake. As the registered consultant in Abu Dhabi, Crang & Boake will be the design consultant-of-record for the entire project including the MEP work designed by WMGE. Crang & Boake will also be responsible for the filing and permit application with local authorities for the MEP design.

This proposal is for the design of all three chiller plants on the basis that all of the chilled water and electrical equipment sizes and layouts in the three buildings will be identical and the only difference among the plants will be the entry points of site utilities.

The deliverables for WMGE shall be as listed in the “List of Deliverables” (Attachment 1) with Clarifications and Exceptions as noted.

B. Scope of Work

WMGE will provide all engineering services as required to fulfill the responsibilities in the “List of Deliverables” (Attachment 1). The engineering services will be considered being

completed upon making the final Detailed Design Submission consisting of drawings, specifications and calculations that incorporate all comments from the Owner.

Our drawings will indicate exact equipment locations, and elevations for all piping of 6" and larger in sizes as well as cable trays and ductbank. We will provide adequate details on the design drawings for your office to prepare shop drawings. If after the completion of the design phase, additional design details such as layout sections are still required for shop drawing preparation, we will provide the information at no additional cost to you.

We will collaborate with the architect (Crang & Boake) to ensure the design of the chiller plant to be LEED compliant. Under extra services, we will provide the data as required for LEED certification to the "Certified" level.

After the design phase, we will review shop drawing submission for the major equipment, but not to exceed a total of ten submission packages.

WMGE will lead the coordination with Crang and Boake in the design of the chiller plants and keep ADC informed of all correspondences and discussions.

WMGE will evaluate the benefits of 11 kV versus 3.3 kV and recommend the voltage for the chillers.

WMGE will assign a design team to be stationed in Dubai for duration as required but not to exceed 2 weeks immediately before and through the Preliminary Design Submission and Detailed Design Submission dates. ADC will provide the design team with working spaces and office supports such as office furniture, copier, printer, phone, etc. WMGE will be responsible for computers, mobile phones, transportation and lodging.

WMGE will attend two separate meetings in Dubai in addition to the onsite design trips. Two senior WMGE engineers will be present at each meeting for a 3-day trip.

If the design of the chiller plant should require substantial changes in order to fit the sites for the future two chiller plants, the work will be done under the Extra Services provisions in this proposal.

C. Clarifications

- Design of the controls system will be based on performance specification only. No point-to-point wiring diagram will be provided. Sample control sequence and system specifications are enclosed for your reference (under separate cover).
- Emergency generator will be for life/safety only, not for chillers or pumps
- CCTV will be for general security of the plant, not for operation of the chilled water system
- UPS will be for electrical switches and chiller plant control system only.

D. Work Not Included:

- Interface with the utility companies and authorities having jurisdiction shall be by others. (WMGE will provide all materials required by the authorities and utilities and make necessary changes.)
- Construction services except for vendor shop drawing submission listed above.

E. Schedule

Milestone dates for the design phase are originally established on October 6, 2007 based on authorization-to-proceed on October 13, 2007. As the award is now expected to be made on October 29, 2007, the milestone dates will be revised as listed below.

Item	Description	Original Date	Revised Date
1	Finalize plant layouts, major equipment selection and process concept	November 1, 2007	November 9, 2007
2	Preliminary Design submission (reports, drawings and calculations)	December 10, 2007	December 24, 2007
3	Detailed Design submission	January 31, 2008	February 8, 2008
4	Owner review complete	February 8, 2008	February 15, 2008
5	Final submission with Owner's comments incorporated	February 15, 2008	February 22, 2008

F. Engineering Fees and Payment Terms

Basic Engineering Fee (for Deliverable Items):	US\$320,000
Additional Engineering Services:	
• LEED Certification	US\$20,000
• Tripping Discrimination Study	(TBD)
• Harmonic Analysis	(TBD)
• Motor Starting Study	(TBD)
Expenses:	
• Onsite Design for Preliminary Submission	US\$21,000
• Onsite Design for Detailed Design Submission	US\$21,000
• Two Additional Meetings	<u>US\$30,000</u>
Total	US\$72,000

Billing will be rendered monthly on a percent complete basis. The terms are net 30 days.

Extra services will be provided at the following rates:

<u>Title</u>	<u>Hourly Rate</u>
• Project Manager	\$125
• Project Engineer	\$100
• Designer	\$78
• CADD Operator	\$65

We appreciate the opportunity to offer our services to you. If the proposal is entirely to your satisfaction, please sign in the space provided below and return one copy for our file.

Very truly yours,

WM Group Engineers, P.C.



Douglas Wen, P.E.
Vice President

ACCEPTED BY: _____

DATE: _____