

EXHIBIT 5-B

August 29, 2007

Rob Cline
MPWMD
#5 Harris Court, Bldg. D
Monterey, CA 93940

Rob,

Thank you for your interest in having Spot Water Management, Inc. (SWM) involved with the landscape budget goals of MPWMD/CAM for your high use accounts.

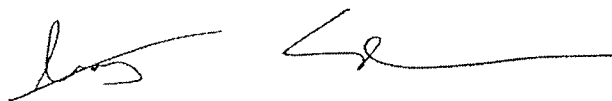
Enclosed with this letter is a proposal for our services that should be fairly parallel to that submitted by Bob Costa of Pacific Water Management (PWM). Most of our proposal prices should be similar as we came up with them in conjunction, however there may be slight differences as the sizes of our companies are different, and our potential approaches to doing the work may differ. In addition, I have included a sample of a potential irrigation site map for your review.

As I mentioned on my latest phone message to you, SWM would prefer to quickly address the situation by performing as many site audits as can be done this fall/prior to getting much rain. This is for two reasons – 1) it will help MPWMD to accomplish the goal of getting all excessive water users an established water budget prior to next irrigation season, which will allow for more time to focus on non responsive accounts; 2) we will be better able to judge/determine irrigation system performance prior to the rains hiding the poor uniformity issues of an irrigation system.

Please call if you have any questions, or would like to further discuss any of the information I have sent.

Thanks again for the opportunity to work with MPWMD. I look forward to hearing from you.

Sincerely,



Andy Slack, CID, CGIA, CLIA, LI9371
President
Spot Water Management, Inc.
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866.871.5313x53
www.spotwater.com
Providing irrigation services to the West Coast



Enclosure: Proposal for Site audits

Division of Immigration Services

FOR MDI/MD

- Written report summarizing observations while on-site to include, but not be limited to:
 - Condition and functionality of existing irrigation system
 - Recommendations for improvements to irrigation system
 - Summary of water use and cost estimates
 - Irrigation site map with approximate locations of valves and zones, as well as types of water application devices used for each zone
 - Determination of site water budget using AB1881 recommendation of 80% ETo in conjunction with local monthly ETo rates based on historic data provided by CAM/MWPMD
- In addition, two copies of the report will be mailed to the name/address provided by MPWMD, and a digital copy of the report will be emailed to MPWMD/CAW

Prices for above listed services

Residential property →	\$1500/each
3 acres/32 units →	\$2000/each
Dedicated irrigation meter → - \$200/4 stations past 20 stations in a controller	\$2000/each
Golf Course →	\$5000/each

IRRIGATION AUDITING SERVICE LEVEL OPTIONS

Level 1 – 'VISUAL AUDIT' - Visual survey of the property & irrigation system

Includes the following services –

- Trip to site (within Bay area counties – Alameda, Monterey, Contra Costa, San Francisco, San Mateo, & Santa Clara counties)
- 1-2 hours on site to review property/irrigation system with site supervisor
- Brief written report summarizing observations while on-site and estimated water budget for site based on observations.

Purpose – To provide property owner(s) with benchmark for condition of current irrigation system.

Level 2 – 'BASIC AUDIT' – Visual & physical survey of the property & irrigation system

Includes the following services –

- Trip to site (within Bay area counties – Alameda, Monterey, Contra Costa, San Francisco, San Mateo, & Santa Clara counties)
- 2-4 hours on site to review property/irrigation system with site supervisor
- Visual & physical evaluation of condition and performance of controller(s), backflow, valves, and number of sprinklers
- Written report summarizing observations while on-site, any problems with irrigation system, estimated water budget based on observations, and recommendations for improvements to irrigation system

Purpose – To provide property owner(s) with more extensive benchmark for condition of current irrigation system, and allow budgeting for upgrades and improvements to the irrigation system.

Level 3 – 'WATER AUDIT' – Visual & physical survey of the property & irrigation system, recommendation guidelines for watering, monthly water use recommendations, and estimate of costs for water use over the year. Recommendations for water use and irrigation system improvements.

- Estimation of precipitation rates per zone, recommendations for watering times, watering frequencies, monthly water use
- Determination of the MAWA (Maximum Applied Water Allowance) for the site based on estimates
- Determine site water budget, and associated annual costs to water site based on recommendations and local water supplier rates
- Written report summarizing observations while on-site, recommendations for improvements to irrigation system, estimated water budget based on calculations, and summary of water use and cost estimates

Purpose – To provide property owner(s) with benchmark for condition of current irrigation system, help to determine budget for upgrades and improvements to the irrigation system, and define watering guidelines.

Level 4 – 'AERIAL AUDIT' – Visual survey of the property & irrigation performance via aerial photos available on the internet, recommendation guidelines for watering, monthly water use recommendations. Also includes estimated square footage of turf & landscape irrigated on the property based on area calculations via AutoCAD.

Includes the following services –

- Acquisition of aerial photo of the site via the internet, proper scaling and digitization of all turf & landscape areas to best capability of aerial photo resolution.
- Assumption of irrigation performance based on typical conditions, and recommendations for watering frequencies, monthly water use
- Determination of the MAWA (Maximum Applied Water Allowance) for the site based on square footages and average ETs for area.
- Determine site water budget, and associated annual costs to water site based on recommendations
- Written report summarizing observations from aerial image and assumptions for most comparable irrigation systems, estimated water budget based on calculations, as well as summary of water use and cost estimates

Purpose – To provide property owner(s) with benchmark for condition of current irrigation system, help to determine budget for upgrades and improvements to the irrigation system, and define watering guidelines.

Level 5 – 'SPRINKLER AUDIT' – Visual & physical survey of the property & irrigation system, performance of a catch can tests for sprinkler efficiency, and recommend

Includes the following services –

- Trip to site (within Bay area counties – Alameda, Monterey, Contra Costa, San Francisco, San Mateo, & Santa Clara counties)

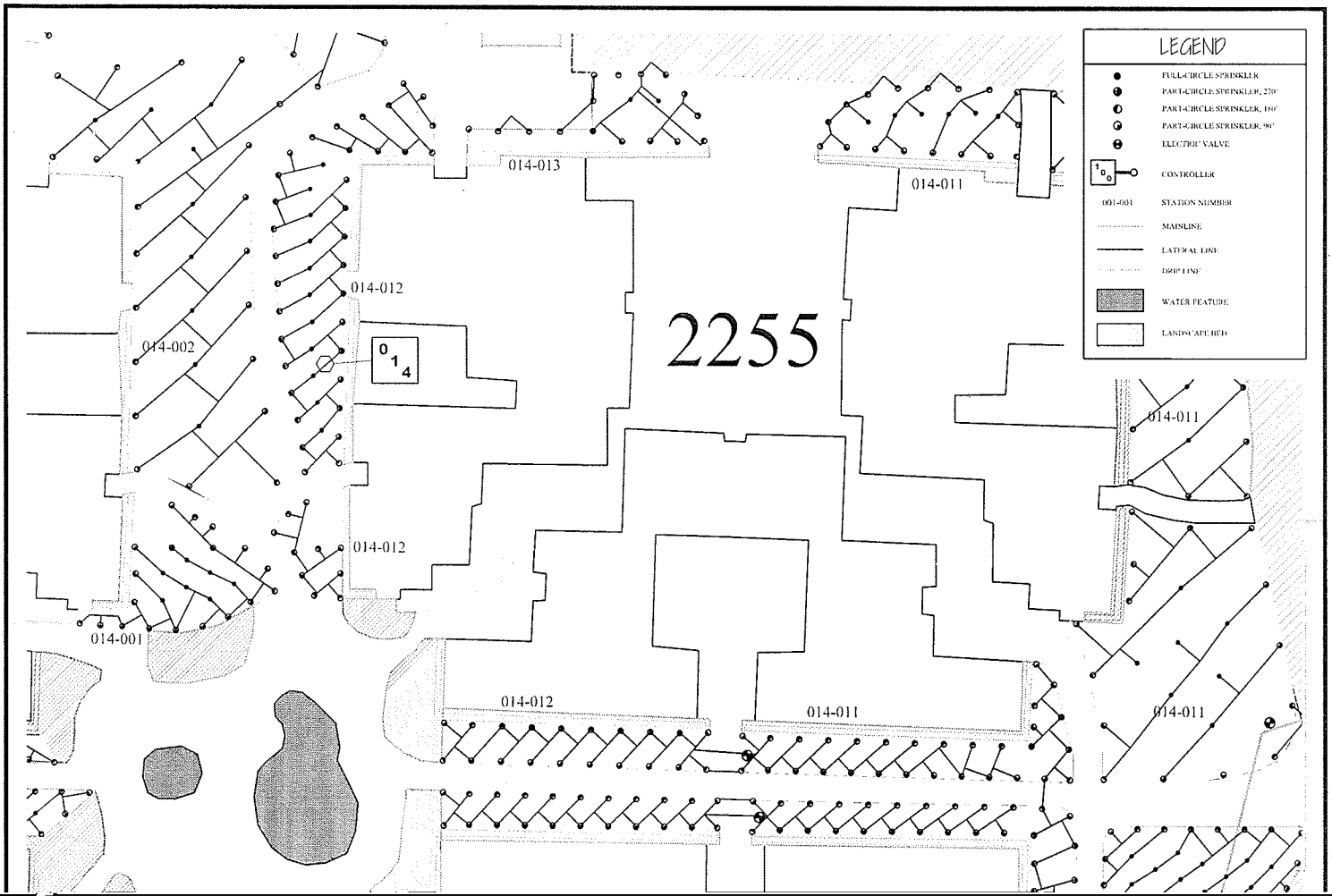
- 4-8 hours on site to review property/irrigation system with site supervisor
- Visual & physical evaluation of condition and performance of controller(s), backflow, valves, and number of sprinklers
- Perform up to three (3) catch can uniformity tests on representative sprinkler zones for the various plant material/sprinkler types
- Determination of precipitation rates per zone based on catch can evaluations, recommendations for watering times, watering frequencies, monthly water use
- Determination of the MAWA (Maximum Applied Water Allowance) for the site
- Determine site water budget, and associated annual costs to water site based on recommendations and local water supplier rates
- Written report summarizing observations while on-site, recommendations for improvements to irrigation system, estimated water budget based on calculations, and summary of water use and cost estimates

Purpose – To provide property owner(s) with benchmark for condition of current irrigation system, help to determine budget for upgrades and improvements to the irrigation system, define watering guidelines based on actual field efficiency tests of sprinklers.

ADDITIONAL SERVICES OFFERED BY SPOT WATER MANAGEMENT

- Hydraulic analysis of mainline piping network
- Creation of GPS as-built map of property and irrigation components for use in AutoCAD or Irrigation Central Software
- Irrigation Water Source/Pump Station evaluation
- Irrigation Design & Consulting services
- Irrigation Central Computer programming and database setup
- Irrigation Central Computer remote operation and system management
- GPS/GIS database development for inventory and budgeting purposes

Please call for a quote if any of these services are needed.

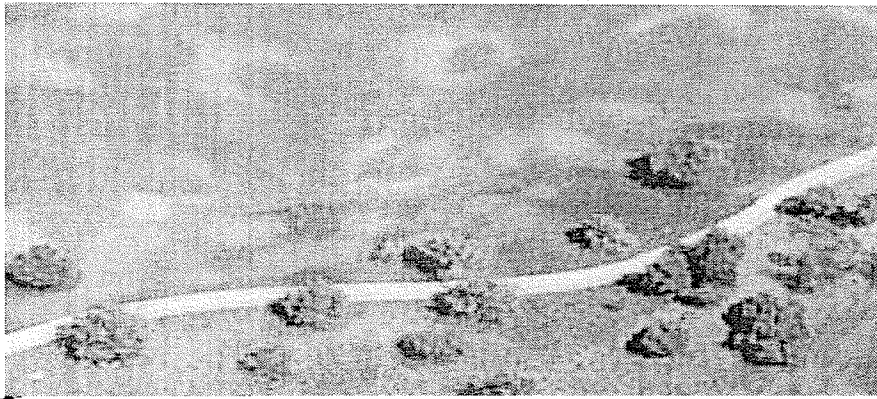


Shot Water

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Spot Water

Does your property look like this?



Andy Slack Professional Background

Spot Water Management,
San Jose, California

Andy was first exposed to irrigation while obtaining his BS in Turfgrass Science from Purdue University. During this time he worked on golf courses during the summer, specializing in irrigation repair and scheduling. His last summer in school, he worked for a golf course construction firm near Detroit, Michigan installing irrigation on two projects built during the summer. Upon graduation, he went to work selling and designing golf course & commercial irrigation systems for the Toro Distributor in Indiana. During that time his responsibilities included irrigation design, field staking, as well as sales and service. A few years later Andy chose to move to Southern California and gain more experience in golf course maintenance operations and gain exposure to more sophisticated irrigation systems as an assistant superintendent. Following this experience, Andy worked for both the Toro and Rain Bird irrigation distributors in Northern California performing sales, service, and irrigation design responsibilities. During such time he became very knowledgeable in the design, configuration and setup, and operation of computerized central irrigation systems. In 1994 Andy formed Spot Water Management and began pursuing central programming, water management, GPS mapping, and irrigation design as an independent irrigation consultant. Since that time the business has grown so that work is now performed throughout the US and overseas. He has been involved with more than 550 irrigation systems over the past fifteen years. Andy volunteers his services for the Irrigation Association as an instructor for irrigation design and water management classes, and as an affiliate BOD member for the California GCSA. In addition, he has received national exposure as an expert in computerized irrigation scheduling and irrigation design since publishing an article *The Digital Age* in Golf Course Management, and has made presentations on computerized irrigation (*Computerized Irrigation – What's the Difference?*) at the annual GCSAA show.

GPS Mapping & GIS Data Management

Spot Water uses state of the art Trimble GPS survey equipment to perform our GPS field work. We operate the latest in Trimble's survey grade (accurate to 1 cm) GPS equipment.

- With this highly accurate GPS equipment, we are able to prepare mapping images that can be utilized for irrigation software, a printed version of the irrigation system as-built, drainage as-built, a tree management plan, as well as numerous other databases.



Services Offered

Spot Water Management offers a variety of services for both our golf course irrigation and landscape irrigation customers including:

1. Comprehensive irrigation system evaluations
2. Irrigation design
3. Hydraulic analysis
4. Water management
5. Irrigation audits – catch can tests
6. Water conservation services
7. Urban runoff management
8. GPS mapping and GIS data management
9. Central control system programming
10. Irrigation technical services
11. Water usage & supply analysis
12. Pump system efficiency testing
13. Customized Employee irrigation training programs