

Exhibit C

Statement of Work

1. Summary

PWB and Sandy will collaborate by reviewing design and construction documents and coordinating efforts during construction to minimize construction impacts to both Parties. The Parties will also address temporary and permanent impacts to existing PWB and Sandy assets by developing utility protection plans, determining responsibility for design and construction for Project elements, evaluating Sandy and PWB system constraints, developing easement and access agreements, and related activities. Cumulatively, these efforts are the Project.

2. Staffing

- a. Agreement Manager. The Agreement Manager is responsible for the day-to-day management of activities under this Agreement. The Agreement Managers will confer quarterly to review staffing performance and identify any desired changes.
 - i. PWB: David Peters
 - ii. Sandy: Jennifer Coker
- b. Project Manager. Each Party's Project Manager(s) will invite their counterpart to attend meetings, at a minimum, once per quarter. Participation in other meetings will be as invited. In addition, the PWB Project Managers will provide quarterly status reports to the Sandy Project Manager, beginning within ninety (90) business days after the last date the Agreement is executed. A template report will be agreed to during a kickoff meeting.
 - i. PWB
 1. Facility Project Manager: Christopher Bowker
 2. Pipeline Project Manager: Dan Hogan
 - ii. Sandy
 1. Project Manager: Aaron Eder (Stantec) and AJ Thorne (Sandy)
- c. Staffing. The Agreement Managers will keep each other informed if any staffing changes occur outside the quarterly conference.
 - i. PWB
 1. Pipeline Management: Ben Kersens
 2. Construction Manager: Thomas Gilman
 3. Inspector: Richard Bay, Steven Kuffel
 4. Engineer of Record: Stantec, Mark Graham
 - ii. Sandy

1. Sandy Pump Station Engineer of Record: Consor, Tom Boland as Project Manager
2. Construction Manager and Inspection – Wes Silva (Stantec)

3. Project Responsibility

- a. Filtration Projects. PWB's Project Manager will manage the design of the Filtration Projects. PWB's Construction Manager will manage the construction of the Project, including but not limited to coordination with Sandy's Project and Construction Managers.
- b. Sandy Supply Project. Sandy's Agreement Manager and Project Managers will manage the design of the Sandy Supply Project. Sandy's Agreement Manager and Construction Manager will manage the construction of the Sandy Supply Project, including but not limited to construction contract management and coordination with PWB's Project Manager.
- c. Coordination. Bi-weekly (every two weeks) progress meetings during planning and design with combined workshops as needed through Project definition and evolution will be held with PWB and Sandy representatives. During construction, progress and coordination meetings will be held weekly with PWB and Sandy Project and Construction Managers.

4. Construction Standards

- a. The Parties agree that all work for the Filtration Projects will be completed according to the Facility Project standards and specifications for work performed by PWB's facility contractor and will use Pipelines Project standards and specifications for work performed by PWB's pipelines contractor.
- b. The Parties further agree that all work for the Sandy Supply Project will be completed according to Sandy's standards and specifications, accepted practices of the industry and applicable American Water Works Association standards.

5. Easements

Sandy will obtain temporary and permanent construction easements from PWB.

6. Communications

- a. PWB
 - i. PWB will manage communications for the Project in concert with ongoing communications for the Filtration Projects. PWB will notify Sandy of anticipated potential impacts to its water system at least five (5) business days in advance of the occurrence and collaborate with Sandy on communications potentially impacting Sandy customers.
- b. Sandy
 - i. Sandy will collaborate with PWB to support PWB's communications management efforts including developing communications plans.

7. Public Involvement

- a. If work under the Project is located on PWB property or an easement requires public involvement, Sandy will collaborate with PWB on a public involvement approach. PWB will endeavor to have a public involvement approach that all Project Managers support. However, PWB will have final decision-making authority on all matters related to public involvement.
- b. PWB and Sandy will keep each other informed of written material (e.g., news releases, brochures, newsletters, reports) produced for the Project that are intended for public distribution and will provide adequate time for review and discussion prior to distribution.
- c. Each Project Manager will inform the other Project Manager of inquiries from a media or press representative and make reasonable efforts to consult with the other Project Manager prior to any verbal or written information on the Project being provided to such a representative; if unable to make a prior consultation, notice will be provided afterwards.

8. Costs

PWB and Sandy agree to track costs associated with the Project in compliance with the terms of the IGA and participate in a future agreement regarding cost allocation. The Parties further agree to abide by the terms of wholesale ownership and cost responsibility as described in Exhibits B-1 and B-2.

9. Tasks 1-5

a. Task 1 – Sandy Easements

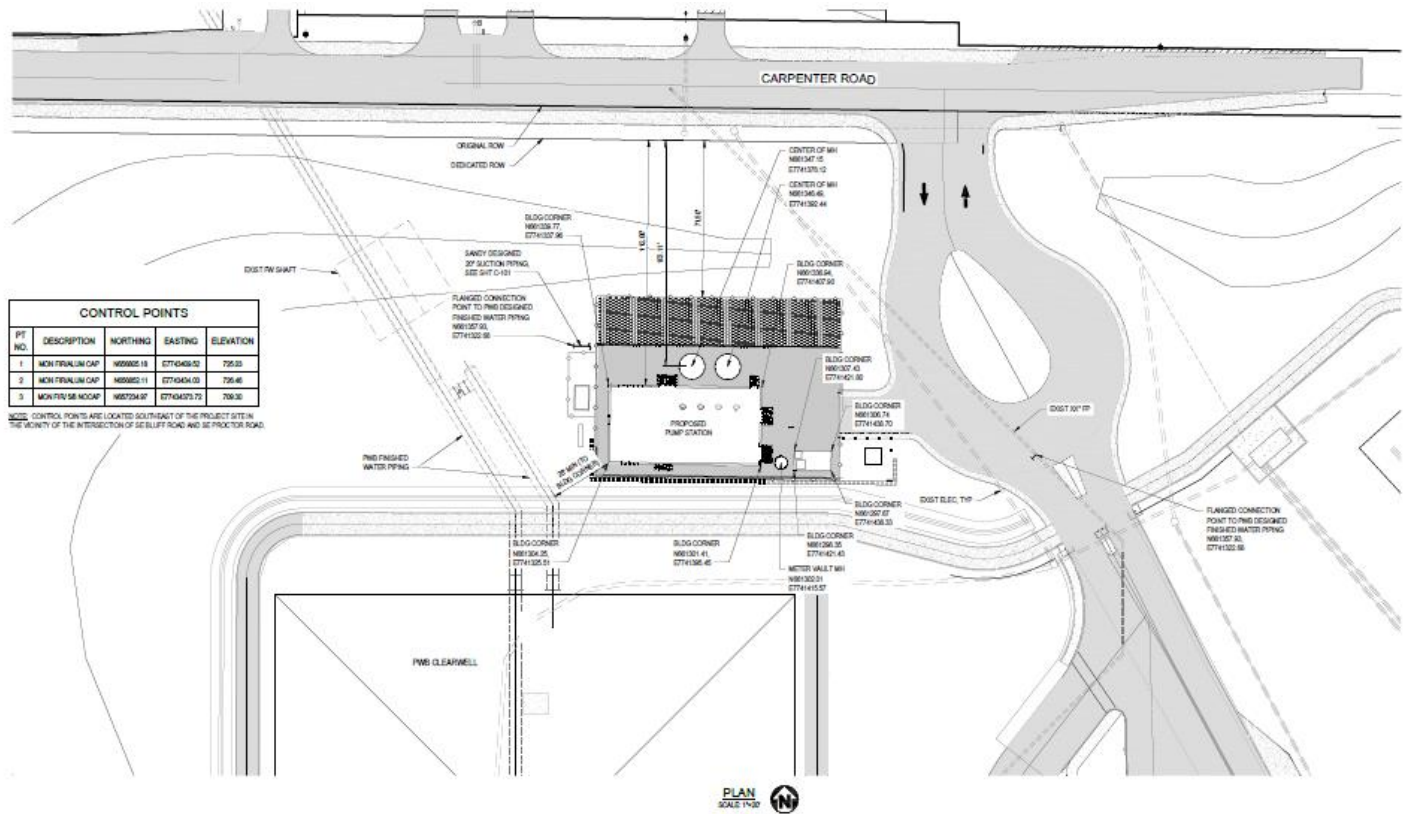
Permanent access easements will be needed between PWB and Sandy to allow Sandy to access its assets in the future without entering PWB’s Facility Project. The easements would allow Sandy access to operate and maintain its pump station, pipelines and electrical and fiber conduits. The pump station and pipelines would be accessed through the main entrance to PWB’s Facility Project, with a branch driveway prior to the security gate. Sandy would have its own gate and security fence. Sandy will design, own, operate, and maintain the pump station. Construction of the pump station will be Sandy’s obligation. Design and construction of the pipeline connecting the clearwell to the pump station and from the discharge of the pump station to the intersection of SE Bluff Road and SE Proctor Road will be PWB’s obligation. Access and maintenance agreements for the pump station, pipelines and electrical and fiber conduits will also be needed between PWB and Sandy.

Easements will also need to be obtained along the length of the transmission main along the private road referred to as Carpenter Lane adjacent to Surface Nursery for SandyNet fiber and communication. Sandy desires that an agreement be reached for installation when PWB installs the 16-inch transmission line.

b. Task 2 - Sandy Pipe Connection to PWB System at the Pump Station and to SE Bluff Road and SE Proctor Road

Suction piping is proposed from the finished water pipelines to a header and individual pump cans serving the new pump station to be owned and operated by PWB. Separate pump lineups owned and operated by Sandy will be located within the pump station (see Task 3). PWB design provisions currently include only pump cans, with no above-ground facilities or piping for Sandy. PWB will design and construct the underground connections to the pump station location. Figure 1 below shows the proposed location of the future pump station and connecting pipes.

Figure 1: Pump Station



At the pump station location, it is anticipated that a piping manifold will connect immediately downstream of the clearwell and connect to the future pump station. During Facility Project construction, this area will be excavated to allow for the construction of the finished water pipeline and the clearwell. Installing the connection, piping manifold, isolation valves and pump cans during construction will be much easier than excavating and connecting the piping later.

Design, construction, and cost allocation of the pump station connection will be addressed in an Agreement amendment and will reflect the new 30-year wholesale agreement for ownership of facilities.

c. Task 3 – New Potable Water Pump Station

The proposed potable water pump station would serve Sandy and potentially the Pleasant Home Water District (**PHWD**). but would be owned, operated and maintained by Sandy. This pump station would include duty and standby pumps (number and capacity to be determined), a non-revenue meter (for operations and control), an electrical room, a surge tank, a standby generator (likely a stand-alone unit in a vendor-provided sound-attenuating enclosure), and isolation valves. Building size, massing and architectural details will be consistent with other Facility Project structures to the extent reasonable. Details of responsibilities for amendment of land use approval, design, permitting, and construction are yet to be determined. Due to the unlikely possibility of Sandy being granted permission for a restroom, an operations agreement for use of PWB restrooms will also be included.

d. Task 4 – New 16-inch DI Water Main

The pipeline serving Sandy and PHWD would be integrated with the Filtration Projects' fire protection pipe loops. This piping system would include a backbone designed and built to Sandy standards for an essential service consisting of ductile iron pipe and sized at 16-inches to meet PHWD and Sandy long-term demands (nominally 5.5 MGD: 5.0 MGD to Sandy and 0.5 MGD to PHWD). A revenue meter for Sandy would be in the Clackamas County right-of-way at Bluff Road. With this configuration, PWB would own and maintain the pipeline and fire hydrants along the emergency access road between the Facility Project property and Bluff Road. The need for backflow prevention, isolation valving and other meters to enhance operations, including upstream of the pump station, immediately downstream of the pumps, at the PHWD tanks, at the Filtration Projects' property line (City of Sandy), and at Bluff Road (City of Sandy) will need to be discussed and incorporated into the design.

e. Task 5 – Electrical Conduits and Electrical Service

Electrical and fiber conduits (size and number to be confirmed during subsequent stages of design) are proposed to be installed parallel to the new 16-inch water main, for future SandyNet wire installation and under Carpenter Lane to a pull box/vault to allow for future power to the pump station.

Electrical service for the Sandy Supply Project pump station to be coordinated with PGE for a metered power service to the pump station independent of the Filtration Projects.