

COMPANY AGREEMENT

This Agreement, by and between Unified School District No. 259, County of Sedgwick, State of Kansas the "School District," and Schaefer Johnson Cox Frey & Associates P.A. the "Company" made and entered into this Twenty-Second day of May, 2000.

WITNESSETH:

NOW, THEREFORE, the parties do mutually agree as follows:

1. SERVICES: In consideration of the sum of one percent (1%) of the total project cost, plus reimbursable expenses, the company shall perform Plan Management Services for implementation of the facilities bond issue plan approved by voter referendum on April 4, 2000. For computation of fee, 'total project cost' is defined as all actual project costs for A&E fees, construction, and other direct project costs. Excluded are such costs as bond counsel, financial advisory services, and other such costs that are not project-direct. All services to be in accordance with the Scope Of Services as specified in Attachment 'A' dated May 17, 2000, a copy of which is attached to this agreement.