

**POWER OF ATTORNEY AND
CONTINGENCY FEE AGREEMENT**

THIS AGREEMENT entered into between GOLDSBORO BOROUGH,
("Client") and the law firm of Dice & Childe ("Attorneys")
as follows:

The Client hereby empowers and retains the Attorneys to represent the Client in proceeding to bring a citizens lawsuit under the Federal Clean Water Act and any other appropriate statutes, or see other appropriate remedies, against the United States Environmental Protection Agency and any other federal, state or local entity in any forum for the purpose of regaining or obtaining approval and grant monies for the construction of a sewer system for the Northern York Joint Sewer Authority designated area, as is or as modified by the Court or the parties concerned, and also to seek damages for wrongful denial of the grant.

The Attorneys agree to commence such action for the consideration of contingent fees on the following basis: 25% if settled without the filing of any action; 33 1/3 % if settled after the filing of a legal action; and 40% if an appeal is prosecuted. If the settlement amounts to a grant by EPA for construction of sewer facilities, then attorneys fees will be 10% of the amount of the grant the Township receives. Further, the Attorney will seek to recover Attorney's fees from the Federal Government upon satisfactory completion of the action. Any award of Attorney's fees will be applied to offset any contingent fee otherwise due hereunder.

The Attorneys may receive such funds or amounts of grants on behalf of Client as is authorized as a result of the lawsuit.

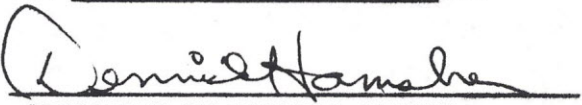
The Attorneys agree to proceed on the basis that they will incur costs of no more than \$1,500, with no expense to the Clients for these costs. Costs for continuing may thereafter be paid by the Clients. "Costs" means fees and charges required by law to be paid to the Courts and other necessary expenses for discovery.

IN WITNESS WHEREOF, the Client and Attorneys do set their hands and seals the date and year below indicated.

For DICE & CHILDE:

For GOLDSBORO BOROUGH COUNCIL

EUGENE E. DICE



PRESIDENT OF BOROUGH COUNCIL

JOHN E. CHILDE, JR.



SECRETARY - TREASURER OF THE BOROUGH