



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No 21443		2. Name of Corporation BROWN AND CALDWELL, INC.			
3. Street Address Principal Business Office 201 North Civic Drive			City Walnut Creek	State CA	Zip 94596
4. Business Phone No. (925) 210-2440		5. State of Incorporation CALIFORNIA			6. SIC Code 8711
7. Brief Description of the Character of Business Conducted in Rhode Island CONSULTING ENGINEERING					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) ☐ FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name James R. Miller			Vice President Name None		
Street Address 201 North Civic Drive			Street Address		
City Walnut Creek,	State CA	Zip 94596	City	State	Zip
Secretary Name Robert S. Leichtner			Treasurer Name Angela H. Ferrif		
Street Address 201 North Civic Drive			Street Address 201 North Civic Drive,		
City Walnut Creek	State CA	Zip 94596	City Walnut Creek	State CA	Zip 94596
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Craig Goehring			Director Name Samuel A. Edmondson		
Street Address 201 North Civic Drive			Street Address 201 East Washington Street, Ste. 500		
City Walnut Creek,	State CA	Zip 94596	City Phoenix	State AZ	Zip 85004
Director Name Thomas P. Marrow			Director Name Benjamin Montoya		
Street Address 1415 Louisiana, Suite 2500			Street Address 201 North Civic Drive		
City Houston	State TX	Zip 77002	City Walnut Creek	State CA	Zip 94596
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) ☐ AUTHORIZED SHARES			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☐ ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
5,000,000	\$.25 PAR VALUE		660,069	Common A&B	\$.25

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



21443

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer Robert S. Leichtner Date 1/24/05

Robert S. Leichtner
Print or Type Name of Officer

Secretary

Title of Officer

File Date 2/7/05
Check No. 8183
By: DA
FOR SECRETARY OF STATE USE ONLY

BROWN AND CALDWELL
A CALIFORNIA CORPORATION

OFFICERS (Reappointed annually)

James R. Miller	President	201 N. Civic Drive Walnut Creek, CA 94596
Angela H. Ferrif	Treasurer	201 N. Civic Drive Walnut Creek, CA 94596
Robert S. Leichtner	Secretary	201 N. Civic Drive Walnut Creek, CA 94596

DIRECTORS (Reappointed annually)

Craig Goehring (I)	Chairman and Chief Executive Officer	201 N. Civic Drive Walnut Creek, CA 94596
Samuel A. Edmondson (I)	Senior Vice President	201 East Washington Street, Ste. 500 Phoenix, AZ 85004
Thomas R. Marrou (I)	Vice President	1415 Louisiana, Suite 2500 Houston, TX 77002
Benjamin Montoya (E)	President-CEO (retired) Public Service Co of New Mexico	201 N. Civic Drive Walnut Creek, CA 94596
Charles W. Reese (E)	Attorney at Law Wulfsberg Reese & Sykes	201 N. Civic Drive Walnut Creek, CA 94596
Harold R. Somerset (E)	CEO (retired), C&H Sugar	201 N. Civic Drive Walnut Creek, CA 94596

21443
FILED

FEB 07 2005

By DA

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State

Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.3040

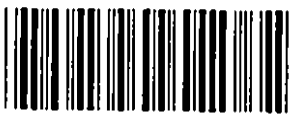
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8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Craig A. Goehring			Vice President Name None		
Street Address 201 North Civic Drive			Street Address		
City Walnut Creek	State CA	Zip 94596	City	State	Zip
Secretary Name Robert S. Leichtner			Treasurer Name Angela H. Ferrif		
Street Address 201 North Civic Drive			Street Address 201 North Civic Drive		
City walnut Creek	State CA	Zip 94596	City Walnut Creek	State CA	Zip 94596
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Craig A. Goehring			Director Name Thomas R. Marrou		
Street Address 201 North Civic Drive			Street Address 1415 Louisiana, Suite 2500		
City Walnut Creek	State CA	Zip 94596	City Houston	State TX	Zip 77002
Director Name Benjamin F. Montoya			Director Name Harold R. Somerset		
Street Address 4361 Whispering Oaks Drive			Street Address 19 Donald Drive		
City Granite Bay	State CA	Zip 95746	City Orinda	State CA	Zip 94593
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) ☐ AUTHORIZED SHARES			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☐ ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
5,000,000	\$.25 PAR VALUE		658,300	A	\$.25
			11,317	B	\$.25

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee.



* 2 1 4 4 3 *

File Date 2-9-04

Check No. 186248

By: 1UP

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer Kolant J. Zucchi Date 2/3/04

Robert S. Leichtner
Print or Type Name of Officer

Secretary
Title of Officer

BROWN AND CALDWELL
A CALIFORNIA CORPORATION

OFFICERS (Reappointed annually)

Craig A. Goehring	President	201 N. Civic Drive Walnut Creek, CA 94596
Angela H. Ferrif	Treasurer	201 N. Civic Drive Walnut Creek, CA 94596
Robert S. Leichtner	Secretary	201 N. Civic Drive Walnut Creek, CA 94596

DIRECTORS (Reappointed annually)

Craig A. Goehring (I)	Chairman, President and Chief Executive Officer	201 N. Civic Drive Walnut Creek, CA 94596
Samuel A. Edmondson (I)	Senior Vice President	201 East Washington Street, Ste. 500 Phoenix, AZ 85004
Thomas R. Marrou (I)	Vice President	1415 Louisiana, Suite 2500 Houston, TX 77002
Benjamin Montoya (E)	President-CEO (retired) Public Service Co of New Mexico	201 N. Civic Drive Walnut Creek, CA 94596
Charles W. Reese (E)	Attorney at Law Wulfsberg Reese & Sykes	201 N. Civic Drive Walnut Creek, CA 94596
Harold R. Somerset (E)	CEO (retired), C&H Sugar	201 N. Civic Drive Walnut Creek, CA 94596



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. **21443** 2. Name of Corporation **BROWN AND CALDWELL, INC.**

3. Street Address Principal Business Office **201 North Civic Drive** City **Walnut Creek** State **CA** Zip **94596**
4. Business Phone No. **(925) 210-2440** 5. State of Incorporation **CALIFORNIA** 6. SIC Code **7518**

7. Brief Description of the Character of Business Conducted in Rhode Island
Consulting engineering

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Craig A. Goehring	Vice President Name James R. Meehan
Street Address 201 North Civic Drive	Street Address 201 North Civic Drive
City Walnut Creek State CA Zip 94596	City Walnut Creek, State CA Zip 94596
Secretary Name Robert S. Leichtner	Treasurer Name Angela H. Ferrif
Street Address 201 North Civic Drive	Street Address 201 North Civic Drive
City Walnut Creek State CA Zip 94596	City Walnut Creek State CA Zip 94596

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Craig A. Goehring	Director Name James R. Meehan
Street Address 201 North Civic Drive	Street Address 201 North Civic Drive
City Walnut Creek State CA Zip 94596	City Walnut Creek State CA Zip 94596
Director Name Benjamin F. Montoya	Director Name Harold R. Somerset
Street Address 4361 Whispering Oaks Drive	Street Address 10 Donald Drive
City Granite Bay State CA Zip 95746	City Orinda State CA Zip 94593

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
5,000,000 \$.25 PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
669,862 A \$.25
11,317 B \$.25

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 1 4 4 3 *

File Date: **2-6-03**

Check No.: **103704**

By: **UP**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Robert S. Leichtner January 30, 2003
Signature of Officer Date

Robert S. Leichtner, Secretary

Print or Type Name of Officer

Title of Officer

BROWN AND CALDWELL
A CALIFORNIA CORPORATION

OFFICERS (Perpetual)

Craig A. Goehring	President	201 N. Civic Drive Walnut Creek, CA 94596
James R. Meehan	Vice President	201 N. Civic Drive Walnut Creek, CA 94596
Angela H. Ferrif	Treasurer	201 N. Civic Drive Walnut Creek, CA 94596
Robert S. Leichtner	Secretary	201 N. Civic Drive Walnut Creek, CA 94596

DIRECTORS (Perpetual)

Craig A. Goehring (I)	Chairman, President and Chief Executive Officer	201 N. Civic Drive Walnut Creek, CA 94596
Thomas R. Marrou (I)	Vice President	1415 Lousiana, Suite 2500 Houston, TX 77002
James R. Meehan (I)	Executive Vice President and Chief Operating Officer	201 N. Civic Drive Walnut Creek, CA 94596
Benjamin Montoya (E)	President-CEO (retired) Public Service Co of New Mexico	4361 Whispering Oaks Drive Granite Bay, CA 95746
Charles W. Reese (E)	Attorney at Law Wulfsberg Reese & Sykes	300 Lakeside Drive Oakland, CA 94612
Harold R. Somerset (E)	CEO (retired), C&H Sugar	19 Donald Drive Orinda, CA 94563

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 ; Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. **21443** 2. Name of Corporation **BROWN AND CALDWELL, INC.**

3. Street Address Principal Business Office
201 North Civic Drive

City **Walnut Creek** State **CA** Zip **94596**

4. Business Phone No.
925-937-9010

5. State of Incorporation
CALIFORNIA

6. SIC Code
7518

7. Brief Description of the Character of Business Conducted in Rhode Island

Consulting engineering

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

Craig A. Goehring

Street Address

201 North Civic Drive

City **Walnut Creek** State **CA** Zip **94596**

Secretary Name

Robert S. Leichtner

Street Address

201 North Civic Drive

City **Walnut Creek** State **CA** Zip **94596**

Vice President Name

James R. Meehan

Street Address

201 North Civic Drive

City **Walnut Creek** State **CA** Zip **94596**

Treasurer Name

Angela H. Ferrif

Street Address

201 North Civic Drive

City **Walnut Creek** State **CA** Zip **94596**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

Craig A. Goehring

Street Address

201 North Civic Drive

City **Walnut Creek** State **CA** Zip **94596**

Director Name

Benjamin F. Montoya

Street Address

4361 Whispering Oaks Drive

City **Granite Bay** State **CA** Zip **95746**

Director Name

James R. Meehan

Street Address

201 North Civic Drive

City **Walnut Creek** State **CA** Zip **94596**

Director Name

Harold R. Somerset

Street Address

19 Donald Drive

City **Orinda** State **CA** Zip **94593**

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

5,000,000 \$.25 PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

694,736

A

\$.25

12,730

B

\$.25

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 1 4 4 3 *

File Date: **2-28-02**

Check No.: **141458**

By: **[Signature]**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] **2/27/02**
Signature of Officer Date

Robert S. Leichtner
Print or Type Name of Officer

Secretary

Title of Officer

5

Brown and Caldwell Directors and Officers - February, 2002

NAME	TITLE	BC STREET ADDRESS	BC MAILING ADDRESS
Craig A. Goehring (D)	Chairman, President and Chief Executive Officer	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
James R. Meehan (D)	Executive Vice President, Chief Operating Officer	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Senior Vice Presidents: Robert S. Leichtner	Senior Vice President, General Counsel and Secretary	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Pervaiz Anwar	Senior Vice President, Business Consulting Practice	Suite 200 16735 Von Karman Irvine, CA 92606-4953	Suite 200 16735 Von Karman Irvine, CA 92606-4953
Phyllis A. Brunner	Senior Vice President, NORTHWEST Business Unit Manager	999 Third Avenue, Ste. 500 Seattle, WA 98104	999 Third Avenue, Ste. 500 Seattle, WA 98104
Samuel A. Edmondson	Senior Vice President, SOUTHWEST Business Unit Manager	Suite 200 3636 North Central Ave. Phoenix, AZ 85012	Suite 200 3636 North Central Ave. Phoenix, AZ 85012
Terry C. Gould	Senior Vice President	Suite 300 1025 Williamette Street Eugene, OR 97401	Suite 300 1025 Williamette Street Eugene, OR 97401
Garr M. Jones	Senior Vice President, Design	Suite 201 9665 Chesapeake Drive San Diego, CA 92123	Suite 201 9665 Chesapeake Drive San Diego, CA 92123
George M. Khoury	Senior Vice President	Suite 201 9665 Chesapeake Drive San Diego, CA 92123	Suite 201 9665 Chesapeake Drive San Diego, CA 92123
Stephen R. King	Senior Vice President, WEST Business Unit Manager	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Steve J. Krugel	Senior Vice President	999 Third Avenue, Ste. 500 Seattle, WA 98104	999 Third Avenue, Ste. 500 Seattle, WA 98104
Peter E. Moffa	Senior Vice President, CSO Technical Director	5710 Commons Road Syracuse, NY 13214	5710 Commons Road Syracuse, NY 13214
Robert D. Mutch	Senior Vice President	440 Franklin Turnpike Mahwah, NJ 07430	440 Franklin Turnpike Mahwah, NJ 07430
Denny S. Parker	Senior Vice President, Director of Technology	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Edward D. Ricci	Senior Vice President, SOUTHEAST Business Unit Manager	Suite 400 41 Perimeter Center East Atlanta, GA 30346	Suite 400 41 Perimeter Center East Atlanta, GA 30346
John E. Salo	Senior Vice President, Director of Business Consulting Practice	Suite 400 41 Perimeter Center East Atlanta, GA 30346	Suite 400 41 Perimeter Center East Atlanta, GA 30346
Jack Warburton	Senior Vice President - Major Projects	999 Third Avenue, Ste. 500 Seattle, WA 98104	999 Third Avenue, Ste. 500 Seattle, WA 98104
David M. Wilson	Senior Vice President, Director of Sales and Marketing	Suite 200 1697 Cole Boulevard Golden, CO 80401	Suite 200 1697 Cole Boulevard Golden, CO 80401
Vice Presidents: Rick Arbour	Vice President	1500 Norwest Tower 55 East Fifth Street St. Paul, MN 55101	1500 Norwest Tower 55 East Fifth Street St. Paul, MN 55101
Wojciech Bajsarowicz	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596

Brown and Caldwell Directors and Officers - February 2002

NAME	TITLE	BC STREET ADDRESS	BC MAILING ADDRESS
Scott Bash	Vice President	Suite 400 41 Perimeter Center East Atlanta, GA 30346	Suite 400 41 Perimeter Center East Atlanta, GA 30346
Vijay K. Bedi	Vice President	Suite 201 9665 Chesapeake Drive San Diego, CA 92123	Suite 201 9665 Chesapeake Drive San Diego, CA 92123
Peter H. Belows	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Timothy Block	Vice President, Manager, Great Lakes Operations	1500 Norwest Tower 55 East Fifth Street St. Paul, MN 55101	1500 Norwest Tower 55 East Fifth Street St. Paul, MN 55101
Michael Brother	Vice President	440 Franklin Turnpike Mahwah, NJ 07430	440 Franklin Turnpike Mahwah, NJ 07430
Kerry J. Brough	Vice President	Suite 200 3636 North Central Ave. Phoenix, AZ 85012	Suite 200 3636 North Central Ave. Phoenix, AZ 85012
Grace C. Chow	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Christopher J. Cleveland	Vice President	Suite 217 606 Columbia Street, NW Olympia, WA 98501	Suite 217 606 Columbia Street, NW Olympia, WA 98501
James J. Courchaine	Vice President	13 Branch Street - Suite 208 Methuen, MA 01844	13 Branch Street - Suite 208 Methuen, MA 01844
Gary J. DiPippo	Vice President	440 Franklin Turnpike Mahwah, NJ 07430	440 Franklin Turnpike Mahwah, NJ 07430
William K. Faisst	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Phillip K. Feeney	Vice President	Suite 400 41 Perimeter Center East Atlanta, GA 30346	Suite 400 41 Perimeter Center East Atlanta, GA 30346
Angela Ferrif	Vice President Manager, Finance and Administration	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Robert F. Finn	Vice President	Suite 200 16735 Von Karman Irvine, CA 92606-4953	Suite 200 16735 Von Karman Irvine, CA 92606-4953
Michael Fleury	Vice President	Suite 109 2343 East Broadway Boulevard Tucson, AZ 85719	Suite 109 2343 East Broadway Boulevard Tucson, AZ 85719
Steven D. Freedman	Vice President	5th Floor 477 Congress Street Portland, ME 04101-3406	5th Floor 477 Congress Street Portland, ME 04101-3406
Robert E. Grace	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
V. Kenneth Harlow	Vice President	Suite 200 16735 Von Karman Irvine, CA 92606-4953	Suite 200 16735 Von Karman Irvine, CA 92606-4953
Linda L. Henry	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596

Brown and Caldwell Directors and Officers - February 2002

NAME	TITLE	BC STREET ADDRESS	BC MAILING ADDRESS
Pervez Jameel	Vice President	Building A, Suite 200 2499 S. Capital of Texas Hwy Austin, TX 78746	Building A, Suite 200 2499 S. Capital of Texas Hwy Austin, TX 78746
Charles W. Joyce	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Philip J. Lagas	Vice President	Suite 200 3636 North Central Ave. Phoenix, AZ 85012	Suite 200 3636 North Central Ave. Phoenix, AZ 85012
Steven S. Lino	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Robert J. Mahoney	Vice President, Manager, Rocky Mountain Operations	Suite 200 1697 Cole Boulevard Golden, CO 80401	Suite 200 1697 Cole Boulevard Golden, CO 80401
Thomas R. Marrou	Vice President	Suite 2500 1415 Louisiana Houston, TX 77002	Suite 2500 1415 Louisiana Houston, TX 77002
Raymond N. Matasci	Vice President	Suite 302 2145 Wells Street Wailuku, Hawaii 96793	Suite 302 2145 Wells Street Wailuku, Hawaii 96793
Milford S. Merrill	Vice President	999 Third Avenue, Ste. 500 Seattle, WA 98104	999 Third Avenue, Ste. 500 Seattle, WA 98104
Benjamin F. Montoya (DO)	President-CEO (retired) Public Service Co of New Mexico	4361 Whispering Oaks Drive Granite Bay, CA 95746	4361 Whispering Oaks Drive Granite Bay, CA 95746
Woodie M. Muirhead	Vice President	119 Merchant Street-Ste 200 Honolulu, HI 96813	119 Merchant Street-Ste 200 Honolulu, HI 96813
Charles F. Myette	Vice President	13 Branch Street - Suite 208 Methuen, MA 01844	13 Branch Street - Suite 208 Methuen, MA 01844
Stuart Oppenheim	Vice President	Suite 210 700 N. Stanton Street El Paso, TX 79902	Suite 210 700 N. Stanton Street El Paso, TX 79902
Bryan Paulson	Vice President	Suite 200 9620 S.W. Barbur Blvd. Portland, OR 97219-6041	Suite 200 9620 S.W. Barbur Blvd. Portland, OR 97219-6041
Cynthia Paulson	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Susan B. Pepper	Vice President Director of Human Resources	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Jeffrey Pintenich	Vice President	Suite 150 501 Great Circle Road Nashville, TN 37228	Suite 150 501 Great Circle Road Nashville, TN 37228
Charles W. Reese (DO)	President and CFO Wulfsberg Reese & Sykes	300 Lakeside Drive Oakland, CA 94612	300 Lakeside Drive Oakland, CA 94612
Nancy J. Ringer	Assistant Secretary	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Perry L. Schafer (D)	Vice President	2701 Prospect Park Drive Rancho Cordova, CA 95670	2701 Prospect Park Drive Rancho Cordova, CA 95670
Jeffrey Sharon	Vice President	2674 Federated Blvd. Columbus, OH 43235	2674 Federated Blvd. Columbus, OH 43235

Brown and Caldwell Directors and Officers - February 2002

NAME	TITLE	BC STREET ADDRESS	BC MAILING ADDRESS
Daniel Skalsky	Vice President	Suite 400 41 Perimeter Center East Atlanta, GA 30346	Suite 400 41 Perimeter Center East Atlanta, GA 30346
Lloyd Slezak	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Harold R. Somerset (DO)	CEO (retired), C&H Sugar	19 Donald Drive Orinda, CA 94563	19 Donald Drive Orinda, CA 94563
Tracy M. Stigers	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Gary J. Volpe	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Eric J. Wahlberg	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Nancy E. Walker	Vice President	999 Third Avenue, Ste. 500 Seattle, WA 98104	999 Third Avenue, Ste. 500 Seattle, WA 98104
Robert A. Witzgall	Vice President	2701 Prospect Park Drive Rancho Cordova, CA 95670	2701 Prospect Park Drive Rancho Cordova, CA 95670



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



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Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

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201 North Civic Drive

City **Walnut Creek** State **CA** Zip **94596**

4. Business Phone No.
925-937-9010

5. State of Incorporation
CALIFORNIA

6. SIC Code

7. Brief Description of the Character of Business Conducted in Rhode Island

Consulting engineering

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) X **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name
Craig A. Goehring

Vice President Name
James R. Meehan

Street Address
201 North Civic Drive

Street Address
201 North Civic Drive

City **Walnut Creek** State **CA** Zip **94596**

City **Walnut Creek** State **CA** Zip **94596**

Secretary Name
Robert S. Leichtner

Treasurer Name
Angela H. Ferrif

Street Address
201 North Civic Drive

Street Address
201 North Civic Drive

City **Walnut Creek** State **CA** Zip **94596**

City **Walnut Creek** State **CA** Zip **94596**

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) X **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name
Craig A. Goehring

Director Name
James R. Meehan

Street Address
201 North Civic Drive

Street Address
201 North Civic Drive

City **Walnut Creek** State **CA** Zip **94596**

City **Walnut Creek** State **CA** Zip **94596**

Director Name
Benjamin F. Montoya

Director Name
Harold R. Somerset

Street Address
4361 Whispering Oaks Drive

Street Address
19 Donald Drive

City **Granite Bay** State **CA** Zip **95746**

City **Orinda** State **CA** Zip **94563**

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
4,000,000	A	\$0.25
1,000,000	B	\$0.25

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares	Class/Series	Par Value
711,492.80	A	\$0.25
13,013.00	B	\$0.25

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 1 4 4 3 *

File Date: 2/20

Check No.: 117342

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2/7/01
Signature of Officer Date...

Robert S. Leichtner

Print or Type Name of Officer

Secretary

Title of Officer

Brown and Caldwell Directors and Officers - January 2001

NAME	TITLE	BC STREET ADDRESS	BC MAILING ADDRESS
Craig A. Goehring (D)	Chairman, President and Chief Executive Officer	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
James R. Meehan (D)	Executive Vice President, Chief Operating Officer	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Robert S. Leichtner	Senior Vice President, General Counsel and Secretary	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Pervaiz Anwar	Senior Vice President, WEST Business Unit Manager	Suite 200 16735 Von Karman Irvine, CA 92606-4953	Suite 200 16735 Von Karman Irvine, CA 92606-4953
Geoffrey A. Carthew	Senior Vice President, BCC	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Samuel A. Edmondson	Senior Vice President, SOUTHWEST Business Unit Manager	Suite 200 3636 North Central Ave. Phoenix, AZ 85012	Suite 200 3636 North Central Ave. Phoenix, AZ 85012
Terry C. Gould	Senior Vice President	Suite 300 1025 Williamette Street Eugene, OR 97401	Suite 300 1025 Williamette Street Eugene, OR 97401
Garr M. Jones	Senior Vice President, Design	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
George M. Khoury	Senior Vice President	Suite 201 9665 Chesapeake Drive San Diego, CA 92123	Suite 201 9665 Chesapeake Drive San Diego, CA 92123
Paul H. Kloppe	Senior Vice President, Industrial WW	Suite 350 - University Plaza 1600 SW Western Boulevard Corvallis, OR 97333	Suite 350 - University Plaza 1600 SW Western Boulevard Corvallis, OR 97333
Steve J. Krugel	Senior Vice President, NORTHWEST Business Unit Manager	999 Third Avenue, Ste. 500 Seattle, WA 98104	999 Third Avenue, Ste. 500 Seattle, WA 98104
Peter E. Moffa	Senior Vice President, CSO Technical Director	5710 Commons Road Syracuse, NY 13214	5710 Commons Road Syracuse, NY 13214
Robert D. Mutch	Senior Vice President, NORTHEAST Business Unit Manager	440 Franklin Turnpike Mahwah, NJ 07430	440 Franklin Turnpike Mahwah, NJ 07430
Denny S. Parker	Senior Vice President, Director of Technology	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Edward D. Ricci	Senior Vice President, SOUTHEAST Business Unit Manager	Suite 400 41 Perimeter Center East Atlanta, GA 30346	Suite 400 41 Perimeter Center East Atlanta, GA 30346
John E. Salo	Senior Vice President, Director of Business Consulting Practice	Suite 400 41 Perimeter Center East Atlanta, GA 30346	Suite 400 41 Perimeter Center East Atlanta, GA 30346
Jack Warburton	Senior Vice President - Major Projects	999 Third Avenue, Ste. 500 Seattle, WA 98104	999 Third Avenue, Ste. 500 Seattle, WA 98104
David M. Wilson	Senior Vice President, Director of Sales and Marketing	Suite 403 7535 East Hampden Ave. Denver, CO 80231	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Wojciech Bajsarowicz	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596

Brown and Caldwell Directors and Officers - January 2001

NAME	TITLE	BC STREET ADDRESS	BC MAILING ADDRESS
Vijay K. Bedi	Vice President	Suite 201 9665 Chesapeake Drive San Diego, CA 92123	Suite 201 9665 Chesapeake Drive San Diego, CA 92123
Peter D. Binney	Vice President	Suite 403 7535 East Hampden Ave. Denver, CO 80231	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Timothy Block	Vice President	1500 Norwest Tower 55 East Fifth Street St. Paul, MN 55101	1500 Norwest Tower 55 East Fifth Street St. Paul, MN 55101
Michael Brother	Vice President	440 Franklin Turnpike Mahwah, NJ 07430	440 Franklin Turnpike Mahwah, NJ 07430
Kerry J. Brough	Vice President	Suite 200 3636 North Central Ave. Phoenix, AZ 85012	Suite 200 3636 North Central Ave. Phoenix, AZ 85012
Grace C. Chow	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Christopher J. Cleveland	Vice President	999 Third Avenue, Ste. 500 Seattle, WA 98104	999 Third Avenue, Ste. 500 Seattle, WA 98104
Gary J. DiPippo	Vice President	440 Franklin Turnpike Mahwah, NJ 07430	440 Franklin Turnpike Mahwah, NJ 07430
William K. Faisst	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Angela Ferrif	Vice President Manager, Finance and Administration	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Robert F. Finn	Vice President	Suite 200 16735 Von Karman Irvine, CA 92606-4953	Suite 200 16735 Von Karman Irvine, CA 92606-4953
Michael Flcury	Vice President	Suite 109 2343 East Broadway Boulevard Tucson, AZ 85719	Suite 109 2343 East Broadway Boulevard Tucson, AZ 85719
Robert E. Graco	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
V. Kenneth Harlow	Vice President	Suite 200 16735 Von Karman Irvine, CA 92606-4953	Suite 200 16735 Von Karman Irvine, CA 92606-4953
Linda L. Henry	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
William G. Hunter	Vice President	Suite 201 9665 Chesapeake Drive San Diego, CA 92123	Suite 201 9665 Chesapeake Drive San Diego, CA 92123
J. Thomas Jacobs	Vice President	Suite 1150 36 South State Street Salt Lake City, UT 84111	Suite 1150 36 South State Street Salt Lake City, UT 84111
Pervez Jameel	Vice President	Suite 201 9665 Chesapeake Drive San Diego, CA 92123	Suite 201 9665 Chesapeake Drive San Diego, CA 92123
David R. Jones	Vice President	2701 Prospect Park Drive Rancho Cordova, CA 95670	2701 Prospect Park Drive Rancho Cordova, CA 95670

Brown and Caldwell Directors and Officers - January 2001

NAME	TITLE	BC STREET ADDRESS	BC MAILING ADDRESS
Charles W. Joyce	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Stephen R. King	Vice President	8300 NW 33rd Street - Ste. 100 Miami, FL 33122	8300 NW 33rd Street - Ste. 100 Miami, FL 33122
Philip J. Lagas	Vice President	Suite 200 3636 North Central Ave. Phoenix, AZ 85012	Suite 200 3636 North Central Ave. Phoenix, AZ 85012
Steven S. Line	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Robert J. Mahoney	Vice President	Suite 403 7535 East Hampden Ave. Denver, CO 80231	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Thomas R. Marrou	Vice President	Suite 2500 1415 Louisiana TX 77002	Suite 2500 1415 Louisiana Houston, TX 77002
Raymond N. Matasci	Vice President	Suite 302 2145 Wells Street Hawaii 96793	Suite 302 2145 Wells Street Wailuku, Hawaii 96793
Milford S. Merrill	Vice President	999 Third Avenue, Ste. 500 Seattle, WA 98104	999 Third Avenue, Ste. 500 Seattle, WA 98104
Benjamin F. Montoya (DO)	President-CEO (retired) Public Service Co of New Mexico	4361 Whispering Oaks Drive Granite Bay, CA 95746	4361 Whispering Oaks Drive Granite Bay, CA 95746
Woodie M. Muirhead	Vice President	Suite 200 9620 S.W. Barbur Blvd. Portland, OR 97219-6041	Suite 200 9620 S.W. Barbur Blvd. Portland, OR 97219-6041
Charles F. Myette	Vice President	Eight Stiles Road Unit 111 Salem, NH 03079	Eight Stiles Road Unit 111 Salem, NH 03079
Stuart Oppenheim	Vice President	Suite 210 700 N. Stanton Street El Paso, TX 79902	Suite 210 700 N. Stanton Street El Paso, TX 79902
Cynthia Paulson	Vice President, CENTRAL NORTH Business Unit Mgr.	Suite 403 7535 East Hampden Ave. Denver, CO 80231	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Susan B. Pepper	Vice President Director of Human Resources	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Jeffrey Pinterich	Vice President	Suite 150 501 Great Circle Road Nashville, TN 37228	Suite 150 501 Great Circle Road Nashville, TN 37228
Charles W. Reese (DO)	Attorney at Law Wulfsberg Reese & Sykes	300 Lakeside Drive Oakland, CA 94612	300 Lakeside Drive Oakland, CA 94612
Nancy J. Ringer	Assistant Secretary	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Perry L. Schafer (D)	Vice President	2701 Prospect Park Drive Rancho Cordova, CA 95670	2701 Prospect Park Drive Rancho Cordova, CA 95670
Jeffrey Sharon	Vice President	7550 Lucerne Drive, Suite 310 Middleburg Heights, OH 44130	7550 Lucerne Drive, Suite 310 Middleburg Heights, OH 44130

Brown and Caldwell Directors and Officers - January 2001

NAME	TITLE	BC STREET ADDRESS	BC MAILING ADDRESS
Daniel Skalsky	Vice President	Suite 400 41 Perimeter Center East Atlanta, GA 30346	Suite 400 41 Perimeter Center East Atlanta, GA 30346
Lloyd Slezak	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Craig A. Smith	Vice President	Suite 400 41 Perimeter Center East Atlanta, GA 30346	Suite 400 41 Perimeter Center East Atlanta, GA 30346
Eduardo Francisco Smith	Vice President	8300 NW 33rd Street - Ste. 100 Miami, FL 33122	8300 NW 33rd Street - Ste. 100 Miami, FL 33122
Harold R. Somerset (DO)	CEO (retired), C&H Sugar	19 Donald Drive Orinda, CA 94563	19 Donald Drive Orinda, CA 94563
Tracy M. Stigers	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Gary J. Voipe	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Eric J. Wahlberg	Vice President	201 North Civic Drive Walnut Creek, CA 94596	P.O. Box 8045 Walnut Creek, CA 94596
Robert A. Witzgall	Vice President	2701 Prospect Park Drive Rancho Cordova, CA 95670	2701 Prospect Park Drive Rancho Cordova, CA 95670



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.

21443

2. Name of Corporation

BROWN AND CALDWELL, INC.

3. Street Address Principal Business Office

3480 Buskirk Avenue

City

Pleasant Hill

State

CA

Zip

94523

4. Business Phone No.

925-937-9010

5. State of Incorporation

CALIFORNIA

6. SIC Code

8711

7. Brief Description of the Character of Business Conducted in Rhode Island

Consulting engineering

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

Craig A. Goehring

Street Address

3480 Buskirk Ave.

City

State

Zip

Pleasant Hill CA

94523

Secretary Name

Robert S. Leichtner

Street Address

3480 Buskirk Ave.

City

State

Zip

Pleasant Hill CA

94523

Vice President Name

James R. Meehan

Street Address

3480 Buskirk Ave.

City

State

Zip

Pleasant Hill CA

94523

Treasurer Name

Angela H. Ferrif

Street Address

3480 Buskirk Ave.

City

State

Zip

Pleasant Hill CA

94523

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

Craig A. Goehring

Street Address

3480 Buskirk Ave.

City

State

Zip

Pleasant Hill CA

94523

Director Name

James R. Meehan

Street Address

3480 Buskirk Ave.

City

State

Zip

Pleasant Hill CA

94523

Director Name

Linda L. Henry

Street Address

3480 Buskirk Ave.

City

State

Zip

Pleasant Hill CA

94523

Director Name

Benjamin F. Montoya

Street Address

Alvarado Square

City

State

Zip

Albuquerque NM

87158

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

4,000,000

A

\$0.25

1,000,000

B

\$0.25

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

916,481.49

A

\$0.25

13,013.00

B

\$0.25

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 1 4 4 3 *

3/10/00

File Date: _____

Check No.: 88435

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Robert S. Leichtner 2/3/00

Signature of Officer

Date

Robert S. Leichtner

Print or Type Name of Officer

Secretary

Title of Officer

Brown and Caldwell Directors and Officers - January 2000

NAME	TITLE	BC STREET ADDRESS	BC MAILING ADDRESS
Craig A. Goehring (D)	Chairman, President and Chief Executive Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
James R. Meehan (D)	Executive Vice President, Chief Operating Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Robert S. Leichtner	Senior Vice President, General Counsel and Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Pervaiz Anwar	Senior Vice President, WEST Business Unit Manager	Suite 200 16735 Von Karman Irvine, CA 92606-4953	Suite 200 16735 Von Karman Irvine, CA 92606-4953
Geoffrey A. Carthew	Senior Vice President, Construction Mgmt/Design Build	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
James H. Clarke	Senior Vice President	227 French Landing Drive Nashville, TN 37228-1605	227 French Landing Drive Nashville, TN 37228-1605
Terry C. Gould	Senior Vice President	Suite 300 1025 Williamette Street Eugene, OR 97401	Suite 300 1025 Williamette Street Eugene, OR 97401
Stephen J. Haverl	Senior Vice President	Suite 403 7535 East Hampden Ave. Denver, CO 80231	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Garr M. Jones	Senior Vice President, Design	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
George M. Khoury	Senior Vice President	Suite 220 9040 Friars Road San Diego, CA 92108	Suite 220 9040 Friars Road San Diego, CA 92108
Paul H. Klopping	Senior Vice President, Industrial WW	550 SW 5th Street Corvallis, OR 97339	P.O. Box 2097 Corvallis, OR 97339
Steve J. Krugel	Senior Vice President, NORTHWEST Business Unit Manager	999 Third Avenue, Ste. 500 Seattle, WA 98104	999 Third Avenue, Ste. 500 Seattle, WA 98104
Robert D. Mutch	Senior Vice President	440 Franklin Turnpike Mahwah, NJ 07430	440 Franklin Turnpike Mahwah, NJ 07430
Denny S. Parker	Senior Vice President, Director of Technology	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Edward D. Ricci	Senior Vice President	Suite 400 41 Perimeter Center East Atlanta, GA 30346	Suite 400 41 Perimeter Center East Atlanta, GA 30346
John E. Salo	Senior Vice President, EAST Business Unit Manager	Suite 400 41 Perimeter Center East Atlanta, GA 30346	Suite 400 41 Perimeter Center East Atlanta, GA 30346
Jack Warburton	Senior Vice President - Major Projects	999 Third Avenue, Ste. 500 Seattle, WA 98104	999 Third Avenue, Ste. 500 Seattle, WA 98104
David M. Wilson	Senior Vice President, Director of Sales and Marketing	Suite 403 7535 East Hampden Ave. Denver, CO 80231	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Wojciech Bajsarowicz	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Vijay K. Bedi	Vice President	Suite 220 9040 Friars Road San Diego, CA 92108	Suite 220 9040 Friars Road San Diego, CA 92108

Brown and Caldwell Directors and Officers - January 2000

NAME	TITLE	BC STREET ADDRESS	BC MAILING ADDRESS
Timothy Block	Vice President	1500 Norwest Tower 55 East Fifth Street St. Paul, MN 55101	1500 Norwest Tower 55 East Fifth Street St. Paul, MN 55101
Michael Brother	Vice President	440 Franklin Turnpike Mahwah, NJ 07430	440 Franklin Turnpike Mahwah, NJ 07430
Grace C. Chow	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Christopher J. Cleveland	Vice President	999 Third Avenue, Ste. 500 Seattle, WA 98104	999 Third Avenue, Ste. 500 Seattle, WA 98104
Gary J. DiPippo	Vice President	440 Franklin Turnpike Mahwah, NJ 07430	440 Franklin Turnpike Mahwah, NJ 07430
Samuel A. Edmondson	Vice President, SOUTHWEST Business Unit Manager	Suite 200 3636 North Central Ave. Phoenix, AZ 85012	Suite 200 3636 North Central Ave. Phoenix, AZ 85012
William K. Faisst	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Angela Ferrif	Vice President Manager, Finance and Administration	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Robert F. Finn	Vice President	Suite 200 16735 Von Karman Irvine, CA 92606-4953	Suite 200 16735 Von Karman Irvine, CA 92606-4953
Robert E. Grace	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
V. Kenneth Harlow	Vice President	Suite 200 16735 Von Karman Irvine, CA 92606-4953	Suite 200 16735 Von Karman Irvine, CA 92606-4953
Linda L. Henry (D)	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
William G. Hunter	Vice President	Suite 200 16735 Von Karman Irvine, CA 92606-4953	Suite 200 16735 Von Karman Irvine, CA 92606-4953
J. Thomas Jacobs	Vice President	Suite 1150 36 South State Street Salt Lake City, UT 84111	Suite 1150 36 South State Street Salt Lake City, UT 84111
Pervez Jameel	Vice President	7550 Lucerne Drive, Suite 310 Middleburg Heights, OH 44130	7550 Lucerne Drive, Suite 310 Middleburg Heights, OH 44130
Robert N. Jennings	Vice President	Suite 2500 1415 Louisiana Houston, TX 77002	Suite 2500 1415 Louisiana Houston, TX 77002
David R. Jones	Vice President	Suite 600 9616 Micron Ave. Sacramento, CA 95827	Suite 600 9616 Micron Ave. Sacramento, CA 95827
Charles W. Joyce	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Stephen R. King	Vice President	8300 NW 33rd Street - Ste. 100 Miami, FL 33122	8300 NW 33rd Street - Ste. 100 Miami, FL 33122
Philip J. Lagas	Vice President	Suite 200 3636 North Central Ave. Phoenix, AZ 85012	Suite 200 3636 North Central Ave. Phoenix, AZ 85012

Brown and Caldwell Directors and Officers - January 2000

NAME	TITLE	BC STREET ADDRESS	BC MAILING ADDRESS
Steven S. Line	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Raymond N. Matasci	Vice President	Suite 302 2145 Wells Street Wailuku, Hawaii 96793	Suite 302 2145 Wells Street Wailuku, Hawaii 96793
Milford S. Merrill	Vice President	999 Third Avenue, Ste. 500 Seattle, WA 98104	999 Third Avenue, Ste. 500 Seattle, WA 98104
Benjamin F. Montoya (DO)	President-Chief Executive Officer Public Service Co of New Mexico	Alvarado Square Albuquerque, NM 87158	Alvarado Square Albuquerque, NM 87158
Woodie M. Muirhead	Vice President	Suite 200 9620 S.W. Barbur Blvd. Portland, OR 97219-6041	Suite 200 9620 S.W. Barbur Blvd. Portland, OR 97219-6041
Ervin E. Nesheim	Vice President	Suite 220 9040 Friars Road San Diego, CA 92108	Suite 220 9040 Friars Road San Diego, CA 92108
Stuart Oppenheim	Vice President	Suite 210 700 N. Stanton Street El Paso, TX 79902	Suite 210 700 N. Stanton Street El Paso, TX 79902
David L. Parry	Vice President	999 Third Avenue, Ste. 500 Seattle, WA 98104	999 Third Avenue, Ste. 500 Seattle, WA 98104
Cynthia Paulson	Vice President, CENTRAL NORTH Business Unit Mgr.	Suite 403 7535 East Hampden Ave. Denver, CO 80231	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Jeffrey Pintenich	Vice President	227 French Landing Drive Nashville, TN 37228-1605	227 French Landing Drive Nashville, TN 37228-1605
Charles W. Reese (DO)	Attorney at Law Wulfsberg Reese Ferris & Sykes	300 Lakeside Drive Oakland, CA 94612	300 Lakeside Drive Oakland, CA 94612
Nancy J. Ringer	Assistant Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Perry L. Schafer	Vice President	Suite 600 9616 Micron Ave. Sacramento, CA 95827	Suite 600 9616 Micron Ave. Sacramento, CA 95827
Daniel Skalsky	Vice President	Suite 400 41 Perimeter Center East Atlanta, GA 30346	Suite 400 41 Perimeter Center East Atlanta, GA 30346
Lloyd Slezak	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Craig A. Smith	Vice President	Suite 400 41 Perimeter Center East Atlanta, GA 30346	Suite 400 41 Perimeter Center East Atlanta, GA 30346
Harold R. Somerset (DO)	CEO (retired), C&H Sugar	19 Donald Drive Orinda, CA 94563	19 Donald Drive Orinda, CA 94563
Gary J. Volpe	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Tracy M. Stigers	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Eric J. Wahlberg	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596

Brown and Caldwell Directors and Officers - January 2000

NAME	TITLE	BC STREET ADDRESS	BC MAILING ADDRESS
Robert A. Witzgall	Vice President	Suite 600 9616 Micron Ave. Sacramento, CA 95827	Suite 600 9616 Micron Ave. Sacramento, CA 95827



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR **1999**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. 21443		2. Name of Corporation BROWN AND CALDWELL, INC.			
3. Street Address Principal Business Office 3480 Buskirk Avenue		City Pleasant Hill	State CA	Zip 94523	
4. Business Phone No. 925-937-9010		5. State of Incorporation CALIFORNIA			6. SIC Code 8711
7. Brief Description of the Character of Business Conducted in Rhode Island Consulting engineering					
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Craig A. Goehring			Vice President Name James R. Meehan		
Street Address 3480 Buskirk Avenue			Street Address 3480 Buskirk Avenue		
City Pleasant Hill	State CA	Zip 94523	City Pleasant Hill	State CA	Zip 94523
Secretary Name Robert S. Leichtner			Treasurer Name Angela H. Ferri		
Street Address 3480 Buskirk Avenue			Street Address 3480 Buskirk Avenue		
City Pleasant Hill	State CA	Zip 94523	City Pleasant Hill	State CA	Zip 94523
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Craig A. Goehring			Director Name James R. Meehan		
Street Address 3480 Buskirk Avenue			Street Address 3480 Buskirk Avenue		
City Pleasant Hill	State CA	Zip 94523	City Pleasant Hill	State CA	Zip 94523
Director Name Linda Henry			Director Name Benjamin F. Montoya		
Street Address 3480 Buskirk Avenue			Street Address Alvarado Square		
City Pleasant Hill	State CA	Zip 94523	City Albuquerque	State NM	Zip 87158
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) ☐					
11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) ☐					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
4,000,000	A	\$0.25	920,449.07	A	\$0.25
1,000,000	B	\$0.25	13,383.00	B	\$0.25

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 1 4 4 3 *

File Date: **Feb 9, 99**

Check No.: **59716**

By: **[Signature]**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2/1/99
Signature of Officer Date

Robert S. Leichtner
Print or Type Name of Officer

Secretary
Title of Officer

Brown and Caldwell Directors and Officers - February 1999

NAME	TITLE	BC STREET ADDRESS	BC MAILING ADDRESS
Craig A. Goehring (D)	Chairman, President and Chief Executive Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
James R. Meehan (D)	Executive Vice President, Director of Operations	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Robert S. Leichtner	Senior Vice President, General Counsel and Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Pervaiz Anwar	Senior Vice President, WEST Business Unit Manager	Suite 200 16735 Van Karman Irvine, CA 92606-4953	Suite 200 16735 Van Karman Irvine, CA 92606-4953
Geoffrey A. Carthew	Senior Vice President, Construction Mgmt/Design Build	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
James H. Clarke	Senior Vice President	227 French Landing Drive Nashville, TN 37228-1605	227 French Landing Drive Nashville, TN 37228-1605
Terry C. Gould	Senior Vice President	Suite 300 1025 Williamette Street Eugene, OR 97401	Suite 300 1025 Williamette Street Eugene, OR 97401
Stephen J. Haverl	Senior Vice President	Suite 403 7535 East Hampden Ave. Denver, CO 80231	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Garr M. Jones	Senior Vice President, Design	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
George M. Khoury	Senior Vice President, WEST Asst. Business Unit Manager	Suite 220 9040 Friars Road San Diego, CA 92108	Suite 220 9040 Friars Road San Diego, CA 92108
Paul H. Klopping	Senior Vice President, Industrial WW	550 SW 5th Street Corvallis, OR 97339	P.O. Box 2097 Corvallis, OR 97339
Steve J. Krugel	Senior Vice President	4330 Kingsway - 7th Floor Burnaby, B.C. CANADA V5H 4G7	4330 Kingsway - 7th Floor Burnaby, B.C. CANADA V5H 4G7
Robert D. Mutch	Senior Vice President	440 Franklin Turnpike Mahwah, NJ 07430	440 Franklin Turnpike Mahwah, NJ 07430
Denny S. Parker	Senior Vice President, Director of Technology	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Edward D. Ricci	Senior Vice President	Suite 500 53 Perimeter Center, East Atlanta, GA 30346	Suite 500 53 Perimeter Center, East Atlanta, GA 30346
John E. Salo	Senior Vice President, EAST Business Unit Manager	Suite 500 53 Perimeter Center, East Atlanta, GA 30346	Suite 500 53 Perimeter Center, East Atlanta, GA 30346
Jack Warburton	Senior Vice President - Major Projects	999 Third Avenue, Ste. 500 Seattle, WA 98104	999 Third Avenue, Ste. 500 Seattle, WA 98104
David M. Wilson	Senior Vice President, CENTRAL Business Unit Manager	Suite 403 7535 East Hampden Ave. Denver, CO 80231	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Wojciech Bajsarowicz	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596

Brown and Caldwell Directors and Officers - February 1999

NAME	TITLE	BC STREET ADDRESS	BC MAILING ADDRESS
Vijay K. Bedi	Vice President	Suite 220 9040 Friars Road San Diego, CA 92108	Suite 220 9040 Friars Road San Diego, CA 92108
Timothy Block	Vice President	1500 Norwest Tower 55 East Fifth Street St. Paul, MN 55101	1500 Norwest Tower 55 East Fifth Street St. Paul, MN 55101
Michael Brother	Vice President	440 Franklin Turnpike Mahwah, NJ 07430	440 Franklin Turnpike Mahwah, NJ 07430
Grace C. Chow	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Daniel P. Clark	Vice President	Suite 104 1818 South Australian Avenue West Palm Beach, FL 33409	Suite 104 1818 South Australian Avenue West Palm Beach, FL 33409
Christopher J. Cleveland	Vice President	999 Third Avenue, Ste. 500 Seattle, WA 98104	999 Third Avenue, Ste. 500 Seattle, WA 98104
Rick Davis	Vice President	227 French Landing Drive Nashville, TN 37228-1605	227 French Landing Drive Nashville, TN 37228-1605
Gary J. DiPippo	Vice President	440 Franklin Turnpike Mahwah, NJ 07430	440 Franklin Turnpike Mahwah, NJ 07430
Christian R. Dorr	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Samuel A. Edmondson	Vice President, Manager, Arizona	Suite 300 3636 North Central Ave. Phoenix, AZ 85012	Suite 300 3636 North Central Ave. Phoenix, AZ 85012
William K. Faisst	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Angela Ferrif	Vice President Manager, Finance and Administration	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Robert F. Finn	Vice President	Suite 200 16735 Van Karman Irvine, CA 92606-4953	Suite 200 16735 Van Karman Irvine, CA 92606-4953
Robert E. Grace	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Linda L. Henry (D)	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
J. Thomas Jacobs	Vice President	Suite 403 7535 East Hampden Ave. Denver, CO 80231	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Pervez Jameel	Vice President	7550 Lucerne Drive, Suite 310 Middleburg Heights, OH 44130	7550 Lucerne Drive, Suite 310 Middleburg Heights, OH 44130
Robert N. Jennings	Vice President	Suite 2500 1415 Louisiana Houston, TX 77002	Suite 2500 1415 Louisiana Houston, TX 77002
David R. Jones	Vice President	Suite 600 9616 Micron Ave. Sacramento, CA 95827	Suite 600 9616 Micron Ave. Sacramento, CA 95827

Brown and Caldwell Directors and Officers - February 1999

NAME	TITLE	BC STREET ADDRESS	BC MAILING ADDRESS
Stephen R. King	Vice President	Suite 375 6303 Blue Lagoon Drive N.W. 11th Street Miami, FL 33126-2049	Suite 375 6303 Blue Lagoon Drive N.W. 11th Street Miami, FL 33126-2049
Philip J. Lagas	Vice President	Suite 300 3636 North Central Ave. Phoenix, AZ 85012	Suite 300 3636 North Central Ave. Phoenix, AZ 85012
Raymond N. Matasci	Vice President	Suite 302 2145 Wells Street Wailuku, Hawaii 96793	Suite 302 2145 Wells Street Wailuku, Hawaii 96793
Milford S. Merrill	Vice President	999 Third Avenue, Ste. 500 Seattle, WA 98104	999 Third Avenue, Ste. 500 Seattle, WA 98104
Benjamin F. Montoya (DO)	President-Chief Executive Officer Public Service Co of New Mexico	Alvarado Square Albuquerque, NM 87158	Alvarado Square Albuquerque, NM 87158
Woodie M. Muirhead	Vice President	Suite 200 9620 S.W. Barbur Blvd. Portland, OR 97219-6041	Suite 200 9620 S.W. Barbur Blvd. Portland, OR 97219-6041
Ervin E. Nesheim	Vice President	Suite 220 9040 Friars Road San Diego, CA 92108	Suite 220 9040 Friars Road San Diego, CA 92108
Stuart Oppenheim	Vice President	Suite 210 700 N. Stanton Street El Paso, TX 79902	Suite 210 700 N. Stanton Street El Paso, TX 79902
David L. Parry	Vice President	999 Third Avenue, Ste. 500 Seattle, WA 98104	999 Third Avenue, Ste. 500 Seattle, WA 98104
Celeste Patterson	Vice President	227 French Landing Drive Nashville, TN 37228-1605	227 French Landing Drive Nashville, TN 37228-1605
Cynthia Paulson	Vice President	Suite 403 7535 East Hampden Ave. Denver, CO 80231	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Jeffrey Pinterich	Vice President	227 French Landing Drive Nashville, TN 37228-1605	227 French Landing Drive Nashville, TN 37228-1605
Charles W. Reese (DO)	Attorney at Law Wulfsberg Reese Ferris & Sykes	300 Lakeside Drive Oakland, CA 94612	300 Lakeside Drive Oakland, CA 94612
Nancy J. Ringer	Assistant Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Perry L. Schafer	Vice President	Suite 600 9616 Micron Ave. Sacramento, CA 95827	Suite 600 9616 Micron Ave. Sacramento, CA 95827
Daniel Skalsky	Vice President	Suite 500 53 Perimeter Center, East Atlanta, GA 30346	Suite 500 53 Perimeter Center, East Atlanta, GA 30346
Craig A. Smith	Vice President	Suite 500 53 Perimeter Center, East Atlanta, GA 30346	Suite 500 53 Perimeter Center, East Atlanta, GA 30346

Brown and Caldwell Directors and Officers - February 1999

NAME	TITLE	BC STREET ADDRESS	BC MAILING ADDRESS
Harold R. Somerset (DO)	CEO (retired), C&H Sugar	19 Donald Drive Orinda, CA 94563	19 Donald Drive Orinda, CA 94563
Tracy M. Stigers	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Eric J. Wahlberg	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523	P.O. Box 8045 Walnut Creek, CA 94596
Robert A. Witzgall	Vice President	Suite 600 9616 Micron Ave. Sacramento, CA 95827	Suite 600 9616 Micron Ave. Sacramento, CA 95827
Claudia L. Zahorcak	Vice President	Suite 200 9620 S.W. Barbur Blvd. Portland, OR 97219-6041	Suite 200 9620 S.W. Barbur Blvd. Portland, OR 97219-6041



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3040

1998



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporation No.

21443

BROWN AND CALDWELL, INC.

3. Street Address Principal Business Office

3480 Buskirk Avenue

City

Pleasant Hill

State

CA

Zip

94523

4. Business Phone No.

510-937-9010

CALIFORNIA

6. SIC Code

8711

7. Brief Description of the Character of Business Conducted in Rhode Island

Consulting engineering

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) X

President Name

Craig A. Goehring See attached for complete list of all officers and directors.

Street Address

3480 Buskirk Avenue

City

Pleasant Hill

State

CA

Zip

94523

Vice President Name

Pervaiz Anwar

Street Address

16735 VonKarman

City

Irvine

State

CA

Zip

92606

Secretary Name

Robert S. Leichtner

Street Address

3480 Buskirk Avenue

City

Pleasant Hill

State

CA

Zip

94523

Treasurer Name

Angela Ferrif

Street Address

3480 Buskirk Avenue

City

Pleasant Hill

State

CA

Zip

94523

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT)

Director Name

Craig A. Goehring See attached for complete list of all officers and directors.

Street Address

3480 Buskirk Avenue

City

Pleasant Hill

State

CA

Zip

94523

Director Name

James R. Meehan

Street Address

3480 Buskirk Avenue

City

Pleasant Hill

State

CA

Zip

94523

Director Name

Jack Warburton

Street Address

55 E. Fifth Street, 1500 Norwest Tower

City

St. Paul

State

MN

Zip

55101

Director Name

Benjamin F. Montoya

Street Address

Alvarado Square

City

Albuquerque

State

NM

Zip

87158

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

4,000,000

A

\$0.25

1,000,000

B

\$0.25

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

967,888.30

A

\$0.25

14,095.00

B

\$0.25

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 1 4 4 3 *

File Date:

3.23.98

Check No.:

29198

By:

100

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Robert S. Leichtner Feb. 4, 1998

Signature of Officer

Date

Robert S. Leichtner

Print or Type Name of Officer

Secretary

Title of Officer

Brown and Caldwell Directors and Officers - January 1998

NAME	TITLE	BC STREET ADDRESS
Craig A. Goehring (D)	Chairman, President and Chief Executive Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
James R. Meehan (D)	Executive Vice President, Director of Operations	3480 Buskirk Avenue Pleasant Hill, CA 94523
Robert S. Leichtner	Senior Vice President, General Counsel and Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523
Pervaiz Anwar	Senior Vice President, WEST Business Unit Manager	Suite 200 16735 Van Karman Irvine, CA 92606-4953
Arthur K. Bomberger	Senior Vice President	Park West One - Suite 400 Pittsburgh, PA 15275
Geoffrey A. Carthew	Senior Vice President, Construction Mgmt/Design Build	3480 Buskirk Avenue Pleasant Hill, CA 94523
Terry C. Gould	Senior Vice President, NORTHWEST Business Unit Manager	Suite 300 1025 Williamette Street Eugene, OR 97401
Garr M. Jones	Senior Vice President, Design	3480 Buskirk Avenue Pleasant Hill, CA 94523
George M. Khoury	Senior Vice President, WEST Ass't. Business Unit Manager	Suite 220 9040 Friars Road San Diego, CA 92108
Paul H. Klopping	Senior Vice President, Industrial WW	550 SW 5th Street Corvallis, OR 97339
Denny S. Parker	Senior Vice President, Director of Technology	3480 Buskirk Avenue Pleasant Hill, CA 94523
John E. Salo	Senior Vice President, EAST Business Unit Manager	Suite 500 53 Perimeter Center, East Atlanta, GA 30346
William M. Smith	Senior Vice President	Park West One - Suite 400 Pittsburgh, PA 15275
Jack Warburton (D)	Senior Vice President	1500 Norwest Tower 55 E. Fifth Street St. Paul, MN 55101
David M. Wilson	Senior Vice President, CENTRAL Business Unit Manager	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Vijay K. Bedi	Vice President	Suite 220 9040 Friars Road San Diego, CA 92108
Timothy Block	Vice President	1500 Norwest Tower 55 East Fifth Street St. Paul, MN 55101
Michael J. Cherniak	Vice President	Suite 105 Sunforest I Building 5130 Eisenhower Blvd. Tampa, FL 33634

Brown and Caldwell Directors and Officers - January 1998

NAME	TITLE	BC STREET ADDRESS
Raymond N. Matasci	Vice President	Suite 302 2145 Wells Street Wailuku, Hawaii 96793
Milford S. Merrill	Vice President	999 Third Avenue, Ste. 500 Seattle, WA 98104
John R. Moeller	Vice President	Suite 240 380 East Park Center Blvd. Boise, ID 83706
Benjamin F. Montoya (OD)	President-Chief Executive Officer Public Service Co of New Mexico	Alvarado Square Albuquerque, NM 87158
Christopher Morss	Vice President	
Woodie M. Muirhead	Vice President	Suite 200 9620 S.W. Barbur Blvd. Portland, OR 97219-6041
Ervin E. Nesheim	Vice President	Suite 220 9040 Friars Road San Diego, CA 92108
David L. Parry	Vice President	999 Third Avenue, Ste. 500 Seattle, WA 98104
Charles W. Reese (OD)	Attorney at Law Lempres & Wulfsberg	300 Lakeside Drive Oakland, CA 94612
Edward D. Ricci	Vice President	Suite 300 3636 North Central Ave. Phoenix, AZ 85012
Nancy J. Ringer	Assistant Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523
Perry L. Schafer	Vice President	Suite 600 9616 Micron Ave. Sacramento, CA 95827
Tracy M. Stigers	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Harold R. Somerset (OD)	Retired CEO, C&H Sugar	19 Donald Drive Orinda, CA 94563
Robert A. Witzgall	Vice President	Suite 600 9616 Micron Ave. Sacramento, CA 95827
Claudia L. Zahorcak	Vice President	Suite 200 9620 S.W. Barbur Blvd. Portland, OR 97219-6041



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3040



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **21443** 2. Name of Corporation **BROWN AND CALDWELL, INC.**

3. Street Address Principal Business Office
3480 Buskirk Avenue

City **Pleasant Hill** State **CA**

Zip **94523**

4. Business Phone No.
510-937-9010

5. State of Incorporation
CALIFORNIA

6. SIC Code
8711

7. Brief Description of the Character of Business Conducted in Rhode Island
Consulting engineering

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X

President Name
Craig A. Goehring

Street Address
3480 Buskirk Avenue

City **Pleasant Hill** State **CA** Zip **94523**

Secretary Name
Robert S. Leichtner

Street Address
3480 Buskirk Avenue

City **Pleasant Hill** State **CA** Zip **94523**

Vice President Name
Pervaiz Anwar

Street Address
16735 Van Karman

City **Irvine** State **CA** Zip **92606**

Treasurer Name
James R. Meehan

Street Address
3480 Buskirk Avenue

City **Pleasant Hill** State **CA** Zip **94523**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X

Director Name
Craig A. Goehring

Street Address
3480 Buskirk Avenue

City **Pleasant Hill** State **CA** Zip **94523**

Director Name
Jack Warburton

Street Address
55 E. Fifth Street

City **St. Paul** State **MN** Zip **55101**

Director Name
C. Zachary Fuller

Street Address
1060 Maitland Center Commons

City **Maitland** State **FL** Zip **32801**

Director Name
Benjamin F. Montoya

Street Address
Alvarado Square

City **Albuquerque** State **NM** Zip **87158**

10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
4,000,000	A	\$0.25
1,000,000	B	\$0.25

ISSUED SHARES

Number of Shares	Class/Series	Par Value
978,215.63	A	\$0.25
14,257.00	B	\$0.25

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 1 4 4 3 *

File Date: 2/27/97

Check No.: 3021

By: ccr / kc

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Robert S. Leichtner 2/19/97
Signature of Officer Date

Robert S. Leichtner

Print or Type Name of Officer

Senior Vice President and Secretary

Title of Officer

Brown and Caldwell Directors and Officers - January 1997

NAME	TITLE	BC STREET ADDRESS
Craig A. Goehring (D)	Chairman, Chief Executive Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Pervaiz Anwar	Senior Vice President, Western Municipal Business Unit Manager	Suite 200 16735 Van Karman Irvine, CA 92606-4953
Arthur K. Bomberger	Senior Vice President, Western Env. Svcs. Business Unit Manager	3480 Buskirk Avenue Pleasant Hill, CA 94523
Geoffrey A. Carthew	Senior Vice President, Construction Mgmt/Design Build	3480 Buskirk Avenue Pleasant Hill, CA 94523
C. Zachary Fuller (D)	Senior Vice President, Florida Business Unit Manager	Suite 402 1060 Maitland Center Commons Maitland, FL 32801
Terry C. Gould	Senior Vice President, Northwest Business Unit Manager	Suite 300 1025 Williamette Street Eugene, OR 97401
Garr M. Jones	Senior Vice President, Design	3480 Buskirk Avenue Pleasant Hill, CA 94523
Paul H. Klopping	Senior Vice President, Industrial WW	550 SW 5th Street Corvallis, OR 97339
Robert S. Leichtner	Senior Vice President, General Counsel and Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523
James R. Meehan	Senior Vice President, Chief Financial Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Denny S. Parker	Senior Vice President, Director of Technology	3480 Buskirk Avenue Pleasant Hill, CA 94523
John E. Salo	Senior Vice President, Atlanta Business Unit Manager	Suite 500 53 Perimeter Center, East Atlanta, GA 30346
William M. Smith	Senior Vice President, Director Environmental Services	3480 Buskirk Avenue Pleasant Hill, CA 94523
Jack Warburton (D)	Senior Vice President, Major Projects	1500 Norwest Tower 55 E. Fifth Street St. Paul, MN 55101

Brown and Caldwell Directors and Officers - January 1997

NAME	TITLE	BC STREET ADDRESS
David M. Wilson	Senior Vice President, Central Business Unit Manager	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Mikkel R. Anderson	Vice President	Suite 200 16735 Van Karman Irvine, CA 92606-4953
Douglas R. Andrews	Vice President	Suite 375 6303 Blue Lagoon Drive NW Miami, FL 33012-2049
Vijay K. Bedi	Vice President	Suite 220 9040 Friars Road San Diego, CA 92108
Linda Blandford-Beringsmith	Vice President, Director, Human Resources	3480 Buskirk Avenue Pleasant Hill, CA 94523
Timothy Block	Vice President	1500 Norwest Tower 55 East Fifth Street St. Paul, MN 55101
Michael J. Cherniak	Vice President	550 SW 5th Street Corvallis, OR 97339
Samuel A. Edmondson	Vice President, Manager, Arizona	Suite 300 3636 North Central Ave. Phoenix, AZ 85012
Angela Ferrif	Assistant Treasurer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Robert F. Finn	Vice President	Suite 200 16735 Van Karman Irvine, CA 92606-4953
Robert E. Grace	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Stephen J. Haverl	Vice President	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Linda L. Henry	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523

Brown and Caldwell Directors and Officers - January 1997

NAME	TITLE	BC STREET ADDRESS
William R. Hutson	Vice President	Suite 2500 1415 Louisiana Houston, TX 77002
J. Thomas Jacobs	Vice President	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Pervez Jameel	Vice President	7550 Lucerne Drive, Suite 310 Middleburg Heights, OH 44130
Robert N. Jennings	Vice President	Suite 2500 1415 Louisiana Houston, TX 77002
David R. Jones	Vice President	Suite 600 9616 Micron Ave. Sacramento, CA 95827
George M. Khoury	Vice President	Suite 220 9040 Friars Road San Diego, CA 92108
Stephen R. King	Vice President	Suite 470 5959 Gateway West El Paso, TX 79925
Steve J. Krugel	Vice President	4330 Kingsway - 7th Floor Burnaby, B.C. CANADA V5H 4G7
Diane E. Levin	Vice President, Director of Marketing	3480 Buskirk Avenue Pleasant Hill, CA 94523
Patrick M. Maroney	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Raymond N. Matasci	Vice President	Suite 302 2145 Wells Street Wailuku, Hawaii 96793
Milford S. Merrill	Vice President	999 Third Avenue, Ste. 500 Seattle, WA 98104
John R. Moeller	Vice President	Suite 240 380 East Park Center Blvd. Boise, ID 83706

Brown and Caldwell Directors and Officers - January 1997

NAME	TITLE	BC STREET ADDRESS
Benjamin F. Montoya (DO)	President-Chief Executive Officer Public Service Co of New Mexico	Alvarado Square Albuquerque, NM 87158
Woodie M. Muirhead	Vice President	Suite 200 9620 S.W. Barbur Blvd. Portland, OR 97219-6041
Ervin E. Nesheim	Vice President	Suite 220 9040 Friars Road San Diego, CA 92108
Carolyn H. Olsen	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
David L. Parry	Vice President	999 Third Avenue, Ste. 500 Seattle, WA 98104
Charles W. Reese (DO)	Attorney at Law Lempres & Wulfsberg	300 Lakeside Drive Oakland, CA 94612
Edward D. Ricci	Vice President	Suite 300 3636 North Central Ave. Phoenix, AZ 85012
Nancy J. Ringer	Assistant Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523
Perry L. Schafer	Vice President	Suite 600 9616 Micron Ave. Sacramento, CA 95827
Harold R. Somerset (DO)	Retired CEO, C&H Sugar	19 Donald Drive Orinda, CA 94563
Hilary M. Theisen	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Robert A. Witzgall	Vice President	Suite 600 9616 Micron Ave. Sacramento, CA 95827
Claudia L. Zahorcak	Vice President	Suite 200 9620 S.W. Barbur Blvd. Portland, OR 97219-6041
Charles S. Zickefoose	Vice President	7 Waterfront Plaza, Ste. 400 500 Ala Moana Blvd. Honolulu, HI 96813

PROFIT CORPORATION ANNUAL REPORT

1996



State of Rhode Island and Providence Plantations
James R. Langevin, *Secretary of State*
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

Filing Period: January 1-March 1
Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1 CORPORATE ID NO 21443	2 NAME OF CORPORATION BROWN AND CALDWELL, INC.		
3 STREET ADDRESS PRINCIPAL BUSINESS OFFICE 3480 Buskirk Avenue		CITY Pleasant Hill	STATE CA
4 BUSINESS PHONE NO 510-937-9010		5 STATE OF INCORPORATION CALIFORNIA	7 ZIP CODE 94523
6 SIC CODE 8711			
7 BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND Consulting engineering			

8. NAMES AND ADDRESSES OF THE OFFICERS

PRESIDENT NAME J. Lynn Hartford See attached list	VICE PRESIDENT NAME Pervaiz Anwar
STREET ADDRESS 3480 Buskirk Avenue	STREET ADDRESS 16735 Van Karman
CITY Pleasant Hill	CITY Irvine
STATE CA	STATE CA
ZIP CODE 94523	ZIP CODE 92714
SECRETARY NAME Robert S. Leichtner	TREASURER NAME James R. Meehan
STREET ADDRESS 3480 Buskirk Avenue	STREET ADDRESS 3480 Buskirk Avenue
CITY Pleasant Hill	CITY Pleasant Hill
STATE CA	STATE CA
ZIP CODE 94523	ZIP CODE 94523

9. NAMES AND ADDRESSES OF THE DIRECTORS

DIRECTOR NAME Craig A. Goehring See attached list	DIRECTOR NAME J. Lynn Hartford
STREET ADDRESS 3480 Buskirk Avenue	STREET ADDRESS 3480 Buskirk Avenue
CITY Pleasant Hill	CITY Pleasant Hill
STATE CA	STATE CA
ZIP CODE 94523	ZIP CODE 94523
DIRECTOR NAME C. Zachary Fuller	DIRECTOR NAME Jack Warburton
STREET ADDRESS 1060 Maitland Center Commons	STREET ADDRESS 1500 Norwest Tower
CITY Maitland	CITY St. Paul
STATE FL	STATE MN
ZIP CODE 32801	ZIP CODE 55101

10. SHARES AUTHORIZED AND ISSUED

AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
4,000,000	A	\$0.25	1,220,686	A	
1,000,000	B	\$0.25	0	B	

This report must be **SIGNED IN INK** by either the
President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

File Date:

3/8/96

Check No:

2641

By:

Signature of Officer

Robert S. Leichtner

Robert S. Leichtner

Print or Type Name of Officer

Senior Vice President/Secretary

Title of Officer

2/6/96 Date

For Secretary of State Use Only

Brown and Caldwell Directors and Officers
January 1996

NAME	TITLE	RESIDENCE	BC STREET ADDRESS
Craig A. Goehring	Chairman, Chief Executive Officer	79 Las Quebradas Lane Alamo, CA 94507	3480 Buskirk Avenue Pleasant Hill, CA 94523
J. Lynn Hartford	President, Director Municipal Svcs.	1622 Rockspring Place Walnut Creek, CA 94596	3480 Buskirk Avenue Pleasant Hill, CA 94523
Pervaiz Anwar	Senior Vice President, Western Municipal BUM	3655 Doral Street La Verne, CA 91750	Suite 200 16735 Van Karman Irvine, CA 92714
Joseph M. Bolton	Senior Vice President, Director Federal/International Svcs	2448 Alamo Glen Drive Danville, CA 94526	3480 Buskirk Avenue Pleasant Hill, CA 94523
Geoffrey A. Carthew	Senior Vice President, Construction Mgmt/Design Build	55 Tracy Court Alamo, CA 94507	3480 Buskirk Avenue Pleasant Hill, CA 94523
C. Zachary Fuller	Senior Vice President, Florida BUM	110 Pine Valley Court Debary, FL 32713	Suite 402 1060 Maitland Center Commons Maitland, FL 32801
Terry C. Gould	Senior Vice President, Northwest BUM	2630 Charnelton Eugene, OR 97405	Suite 300 1025 Williamette Street Eugene, OR 97401
Garr M. Jones	Senior Vice President, Design	1939 Fallen Oak Court Walnut Creek, CA 94595	3480 Buskirk Avenue Pleasant Hill, CA 94523
Robert S. Leichtner	Senior Vice President, General Counsel and Secretary	819 Cragmont Avenue Berkeley, CA 94708	3480 Buskirk Avenue Pleasant Hill, CA 94523
James R. Meehan	Senior Vice President, Chief Financial Officer	25 Crest Estates Drive Walnut Creek, CA 94595	3480 Buskirk Avenue Pleasant Hill, CA 94523

Brown and Caldwell Directors and Officers January 1996

Denny S. Parker	Senior Vice President, Director of Technology	846 Hilldale Avenue Berkeley, CA 94708	3480 Buskirk Avenue Pleasant Hill, CA 94523
William M. Smith	Senior Vice President, Director Environmental Services	244 Alamo Glen Drive Danville, CA 94526	3480 Buskirk Avenue Pleasant Hill, CA 94523
Jack Warburton	Senior Vice President, Major Projects	1232 East Crockett St. Seattle, WA 98102	1500 Northwest Tower 55 E. Fifth Street St. Paul, MN 55101
David M. Wilson	Senior Vice President, Central BUM	6574 E. Dutch Creek St. Highlands Ranch, CO 80126	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Mikkel R. Anderson	Vice President	11014 Lindblade Street Culver City, CA 90230	Suite 200 16735 Van Karman Irvine, CA 92714
Douglas R. Andrews	Vice President	8296 Shadowood Blvd. Coral Gables, FL 33071	Suite 375 6303 Blue Lagoon Drive NW Miami, FL 33012-2049
Vijay K. Bedi	Vice President	8238 Cichild Way San Diego, CA 92129	Suite 220 9040 Friars Road San Diego, CA 92108
Linda Blandford-Beringsmith	Vice President, Director, Human Resources	121 Jennifer Lane Alamo, CA 94507	3480 Buskirk Avenue Pleasant Hill, CA 94523
Samuel A. Edmondson	Vice President, Manager, Arizona	10136 East Aster Drive Scottsdale, AZ 85260	Suite 300 3636 North Central Ave. Phoenix, AZ 85012
Angela Ferrit	Assistant Treasurer	1085 Glen Road Lafayette, CA 94549	3480 Buskirk Avenue Pleasant Hill, CA 94523

**Brown and Caldwell Directors and Officers
January 1996**

Robert F. Finn	Vice President	25121 Windwood Lane El Toro, CA 92640	Suite 200 16735 Van Karman Irvine, CA 92714
Douglas W. Fredericks	Vice President	2390 Anthony Avenue Clearwater, FL 34619	Suite 166 5130 Eisenhower Blvd. Tampa, FL 33634
Robert E. Grace	Vice President	2191 Morello Avenue Pleasant Hill, CA 94523	3480 Buskirk Avenue Pleasant Hill, CA 94523
Stephen J. Haverl	Vice President	1128 South Clayton Street Denver, CO 80210	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Linda L. Henry	Vice President	2523 Lynn Avenue Concord, CA 94520	3480 Buskirk Avenue Pleasant Hill, CA 94523
J. Thomas Jacobs	Vice President	16527 East Prentice Place Aurora, CO 80015	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Robert N. Jennings	Vice President	1423 New Cedars Drive Houston, TX 77062	Suite 2500 1415 Louisiana Houston, TX 77002
David R. Jones	Vice President	4949 Puma Way Carmichael, CA 94608	Suite 600 9616 Micron Ave. Sacramento, CA 95827
George M. Khoury	Vice President	12348 Reata Court San Diego, CA 92128	Suite 220 9040 Friars Road San Diego, CA 92108
Stephen R. King	Vice President	5240 Hunters Glenn El Paso, TX 79932	Suite 470 5959 Gateway West El Paso, TX 79925

Brown and Caldwell Directors and Officers January 1996

Steve J. Krugel	Vice President	6460 Madrona Crescent West Vancouver, B.C. CANADA V7W2J8	4330 Kingsway - 7th Floor Burnaby, B.C. CANADA V5H 4G7
Diane E. Levin	Vice President, Director of Marketing	4414 Cortwood Court Concord, CA 94521	3480 Buskirk Avenue Pleasant Hill, CA 94523
Patrick M. Maroney	Vice President	201 Holly Lane Orinda, CA 94563	3480 Buskirk Avenue Pleasant Hill, CA 94523
Raymond N. Matasci	Vice President	375 Kaiohloha Street Hihoe, Maui, HI 96753	485 Waiale Drive Wailuku, Maui, HI 96793
Milford S. Merrill	Vice President	2512 9th Avenue West Seattle, WA 98119	999 Third Avenue, Ste. 500 Seattle, WA 98104
Walter J. Meyer	Vice President	3987 Braeburn Eugene, OR 97405	Suite 300 1025 Williamette Street Eugene, OR 97401
John R. Moeller	Vice President	3720 S. Rush Creek Place Boise, ID 83706	Suite 240 380 East Park Center Blvd. Boise, ID 83706
Benjamin F. Montoya	President-Chief Executive Officer Public Service Co of New Mexico	2066 Rivers Edge Drive Rio Rancho, NM 87124	Alvarado Square Albuquerque, NM 87158
Christopher G. Morss	Vice President	3825 Cheshire Court Pleasanton, CA 94588	3480 Buskirk Avenue Pleasant Hill, CA 94523
Ervin E. Nesheim	Vice President	12592 Sora Way San Diego, CA 92129	Suite 220 9040 Friars Road San Diego, CA 92108
Carolyn H. Olsen	Vice President	6040 Lawton Avenue Oakland, CA 94618	3480 Buskirk Avenue Pleasant Hill, CA 94523

Brown and Caldwell Directors and Officers **January 1996**

David L. Parry	Vice President	2319 236th Avenue N.E. Redmond, WA 98053	999 Third Avenue, Ste. 500 Seattle, WA 98104
Alvin H. Paule	Vice President	500 Aloha Street Seattle, WA 98109	999 Third Avenue, Ste. 500 Seattle, WA 98104
Charles W. Reese	Attorney at Law Lempres & Wulfsberg	89 La Salle Avenue Piedmont, CA 94611	300 Lakeside Drive Oakland, CA 94612
Edward D. Ricci	Vice President	2458 S. Los Altos Mesa, AZ 85202	Suite 300 3636 North Central Ave. Phoenix, AZ 85012
Nancy J. Ringer	Assistant Secretary	165 Oak Road Piedmont, CA 94610	3480 Buskirk Avenue Pleasant Hill, CA 94523
John E. Salo	Vice President	1180 Wynterhall Lane Dunwoody, GA 30350	Suite 500 53 Perimeter Center, East Atlanta, GA 30346
Perry L. Schafer	Vice President	3408 Shannon Street Sacramento, CA 95821	Suite 600 9616 Micron Ave. Sacramento, CA 95827
Richard J. Socolich	Vice President	416 Kingsford Drive Moraga, CA 94556	3480 Buskirk Avenue Pleasant Hill, CA 94523
Harold R. Somerset	Retired CEO, C&H Sugar	19 Donald Drive Orinda, CA 94563	19 Donald Drive Orinda, CA 94563
Hilary M. Theisen	Vice President	2451 Palmira Place San Ramon, CA 94538	3480 Buskirk Avenue Pleasant Hill, CA 94523
Charles S. Zickefoose	Vice President	725 Kapiolani Blvd. #2603 Honolulu, HI 96813	7 Waterfront Plaza, Ste. 400 500 Ala Moana Blvd. Honolulu, HI 96813

ANNUAL REPORT

Please Type or Print
File Annually - Jan. 1 - March 1
Filing Fee \$50.00

Make Checks Payable to: Secretary of State

ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

0021443

1995

Corporate ID: _____ Annual Report for the year: _____

BROWN AND CALDWELL, INC.

Name of Corporation: _____

Business entity organized under the laws of the State of: California

Business Entity is (check one):

For foreign entity, address and telephone number of principal office:

☒ Business Corporation (See RIGL Chapter 7-1.1)

3480 Buskirk Avenue

☐ Professional Service Corporation (See RIGL Chapter 7-5.1)

Pleasant Hill, CA 94523

Brief statement of the character of business conducted in Rhode Island:

Phone: (510) 937-9010

Consulting engineering

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):
None

Phone: ()

THE NAMES OF THE OFFICERS ARE:

PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
-----------	----------------	------------	----------

See attached list

VICE PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
----------------	----------------	------------	----------

SECRETARY	STREET ADDRESS	CITY/STATE	ZIP CODE
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TREASURER	STREET ADDRESS	CITY/STATE	ZIP CODE
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THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
------	----------------	------------	----------

See attached list

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
------	----------------	------------	----------

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
------	----------------	------------	----------

NUMBER OF SHARES AUTHORIZED (Rider may be attached)

NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)

Number of Shares	Class / Series
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Number of Shares	Class / Series
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4,000,000

A

1,000,000

B

1,220,686.

A

0

B

Date February 1, 19 95

By: Robert S. Leightner

Robert S. Leightner

PRINT OR TYPE NAME OF OFFICER SIGNING

TITLE OF OFFICER SIGNING

Vice President and Secretary

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

FILED

CT CORPORATION SYSTEM

123 DYER STREET

PROVIDENCE, RI 02903

FEB 15 1995

By: [Signature]

2/21/95

ADDRESSES OF BROWN AND CALDWELL DIRECTORS AND OFFICERS--DECEMBER 1, 1994

(D) = Director; (DO) = Director Only

<u>Name</u>	<u>Title</u>	<u>Brown and Caldwell Street Address</u>
Steven A. Fisher (D)	Chairman of the Board and Chief Executive Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
J. Lynn Hartford (D)	President and Chief Operating Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Craig A. Gochring (D)	Executive Vice President and Director of Operations	3480 Buskirk Avenue Pleasant Hill, CA 94523
Pervaiz Anwar	Regional Vice President, Southern California, and Manager, Pasadena	150 Arroyo Parkway Pasadena, CA 91109
Geoffrey A. Carthew	Regional Vice President, Northern California, and Manager, Pleasant Hill	3480 Buskirk Avenue Pleasant Hill, CA 94523
Samuel A. Edmondson	Regional Vice President, Central and Manager, Arizona	Suite 300 3636 North Central Ave. Phoenix, AZ 850912
Terry C. Gould	Regional Vice President, Northwest	Suite 300 1025 Willamette Street Eugene, OR 97401
Joseph M. Bolton	Senior Vice President and Director of Marketing	3480 Buskirk Avenue Pleasant Hill, CA 94523
George P. Cutler	Senior Vice President and Chief Financial Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Garr M. Jones	Senior Vice President, Design, and Service Leader for Energy	3480 Buskirk Avenue Pleasant Hill, CA 94523
Denny S. Parker	Senior Vice President, Director of Technology, Wastewater Program	3480 Buskirk Avenue Pleasant Hill, CA 94523

William M. Smith	Senior Vice President, Director of Environmental Services Program	3480 Buskirk Avenue Pleasant Hill, CA 94523
Jack Warburton	Senior Vice President	The Minnesota Building 46 East Fourth Street, Suite 606 St. Paul, MN 55101
Mikkel R. Anderson	Vice President and Regional Manager, Environmental Services Program	150 South Arroyo Parkway Pasadena, CA 91109
Jack A. Baylis	Vice President	6303 Blue Lagoon Drive N.W. 11th Street, Suite 375 Miami, FL 33126
Vijay K. Bedi	Vice President	9040 Friars Road, Suite 220 San Diego, CA 92108
Robert M. Finn	Vice President and Assistant Southern California Regional Manager	Suite 200 16735 Von Karman Irvine, CA 92714
C. Zachary Fuller	Vice President and Manager, Florida	Suite 420 1060 Maitland Center Commons Maitland, FL 32751
Donald R. Funderlic	Vice President	7th Floor 4339 Kingsway Burnaby, B.C. CANADA V5H 4G7
Robert E. Grace	Vice President and Operations Manager, Northern California Region	3480 Buskirk Avenue Pleasant Hill, CA 94523
William F. Harris	Vice President and Director of Construction Management Program	3480 Buskirk Avenue Pleasant Hill, CA 94523
J. Thomas Jacobs	Vice President and Regional Manager for Water and Wastewater	Suite 403 7535 East Hampden Avenue Denver, CO 80231
David R. Jones	Vice President and Manager, Sacramento	723 S Street Sacramento, CA 95814
George M. Khoury	Vice President and Manager, San Diego	9040 Friars Road, Suite 220 San Diego, CA 92108

Steven J. Krugel	Vice President	7th Floor 4330 Kingsway Burnaby, B.C. CANADA V5H 4G7
Robert S. Leichtner	Vice President, General Counsel, and Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523
Patrick M. Maroney	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Raymond N. Matasci	Vice President	485 Waiale Drive Wailuku, Maui, HI 96793
Milford S. Merrill	Vice President	100 West Harrison Street Seattle, WA 98119
Walter J. Meyer	Vice President and Manager, Oregon	Suite 300 1025 Willamette Street Eugene, OR 97401
John R. Moeller	Vice President and Manager, Boise	Suite 250 485 Baybrook Court Boise, ID 83706
Benjamin F. Montoya (DO)	President-Chief Executive Officer Public Service Co. of New Mexico	Alvarado Square Albuquerque, NM 87158
Christopher G. Morss	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Ervin E. Nesheim	Vice President	9040 Friars Road, Suite 220 San Diego, CA 92108
Stephen K. Okasaki	Assistant Treasurer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Carolyn H. Olsen	Vice President and Water Program	Suite 500 53 Perimeter Ctr., East Atlanta, GA 30346
David L. Parry	Vice President and Manager, Seattle	100 West Harrison Street Seattle, WA 98119
Alvin H. Pauole	Vice President	100 West Harrison Street Seattle, WA 98119

Charles W. Reese (DO)	Attorney at Law Lempres & Wulfsberg	Kaiser Center 300 Lakeside Drive Oakland, CA 94612
John E. Salo	Vice President and Manager, Atlanta	Suite 500 53 Perimeter Ctr., East Atlanta, GA 30346
Perry L. Schafer	Vice President	723 S Street Sacramento, CA 95814
James G. Smith	Vice President	Suite 500 53 Perimeter Ctr., East Atlanta, GA 30346
Richard J. Socolich	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Harold R. Somerset (DO)	Retired CEO, C&H Sugar	19 Donald Drive Orinda, CA 94563
Hilary M. Theisen	Vice President and Solid Waste Service Leader	3480 Buskirk Avenue Pleasant Hill, CA 94523
Mark A. Valentini	Vice President and Business Unit Manager, Analytical	801 Western Avenue Glendale, CA 91201
David M. Wilson	Vice President and Manager, Denver	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Charles S. Zickefoose	Vice President	Seven Waterfront Plaza, Suite 400 500 Ala Moana Boulevard Honolulu, HI 96813

Filing Fee \$50.00
Payable to:
Secretary of State

PLEASE TYPE or PRINT
State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335
401-277-3040

May 2 1994
\$50.00

File Annually
I.L.C. Sept. 1 - Nov. 1
CORP. Jan. 1 - March 1

Corporate ID: 0021443 Annual Report for the year: 1994
BROWN AND CALDWELL, INC.

Name of Business Entity:

Business entity organized under the laws of the State of: California
Federal Taxpayer Identification Number: [REDACTED]
For foreign entity, address and telephone number of principal office:
3480 Buskirk Avenue
Pleasant Hill, CA 94523
Phone: (510) 937-9010
Address and telephone of the principal office of business entity in Rhode
Island (Provide street address - Not P.O. Box):
None
Phone: ()

Business Entity is (check one):
☒ Business Corporation (See RIGL Chapter 7-1.1)
☐ Professional Service Corporation (See RIGL Chapter 7-5.1)
☐ Limited Liability Company (See RIGL 7-16)
Name, title and mailing address of contact person to whom
communications may be directed:
Robert S. Leichtner, Secretary
P.O. Box 8045
Walnut Creek, CA 94596-1220
Brief statement of the character of business conducted in Rhode Island:
Consulting engineering services.
Date of Organization: November 7, 1958
Date of Qualification to do business in Rhode Island (if foreign entity):
January 21, 1983

THE NAMES OF THE OFFICERS ARE:

	STREET ADDRESS	CITY/STATE	ZIP CODE
☐ CHIEF EXECUTIVE OFFICER OR ☐ PRESIDENT (Check One)			
<u>See Attached Rider</u>			
☐ CHIEF OPERATING OFFICER OR ☐ VICE PRESIDENT (Check One)			
☐ CUSTODIAN OF RECORDS OR ☐ SECRETARY (Check One)			
☐ CHIEF FINANCIAL OFFICER OR ☐ TREASURER (Check One)			

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>See Attached Rider</u>			

NUMBER OF SHARES AUTHORIZED (If Applicable)	NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)	
NUMBER 1,000,000 (each series)	NUMBER 305,171	0
CLASS Common	CLASS Common	Common
SERIES A and B	SERIES A	B
PAR VALUE OR \$1.00	PAR-VALUE OR \$1.00	\$1.00
WITHOUT PAR	WITHOUT PAR	

ADDRESSES OF BROWN AND CALDWELL DIRECTORS AND OFFICERS--FEBRUARY 2, 1994

(D) = Director; (DO) = Director Only

<u>Name</u>	<u>Title</u>	<u>Brown and Caldwell Street Address</u>
Steven A. Fisher (D)	Chairman of the Board and Chief Executive Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
J. Lynn Hartford (D)	President and Chief Operating Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Craig A. Gochring	Executive Vice President and Director of Operations	3480 Buskirk Avenue Pleasant Hill, CA 94523
Pervaiz Anwar	Regional Vice President, Southern California, and Manager, Pasadena	150 Arroyo Parkway Pasadena, CA 91109
Geoffrey A. Carthew	Regional Vice President, Northern California, and Manager, Pleasant Hill	3480 Buskirk Avenue Pleasant Hill, CA 94523
Samuel A. Edmondson	Regional Vice President, Central and Manager, Arizona	Suite 300 3636 North Central Ave. Phoenix, AZ 850912
Terry C. Gould	Regional Vice President, Northwest	Suite 300 1025 Willamette Street Eugene, OR 97401
James G. Smith	Regional Vice President, East	Suite 500 53 Perimeter Ctr., East Atlanta, GA 30346
Joseph M. Bolton	Senior Vice President and Director of Marketing	3480 Buskirk Avenue Pleasant Hill, CA 94523
George P. Cutler	Senior Vice President and Chief Financial Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Garr M. Jones	Senior Vice President, Design	3480 Buskirk Avenue Pleasant Hill, CA 94523
Denny S. Parker (D)	Senior Vice President, Director of Technology, Wastewater Program	3480 Buskirk Avenue Pleasant Hill, CA 94523
William M. Smith	Senior Vice President, Director of Environmental Services Program	3480 Buskirk Avenue Pleasant Hill, CA 94523
Jack Warburton	Senior Vice President	The Minnesota Building 46 East Fourth Street, Suite 606 St. Paul, MN 55101

Mikkel R. Anderson	Vice President and Regional Manager, Environmental Services Program	150 South Arroyo Parkway Pasadena, CA 91109
Edmund Bartlett (DO)	Major Shareholder Sun Valley Ford	2285 Diamond Boulevard Concord, CA 94520
Vijay K. Bedi	Vice President	9040 Friars Road, Suite 220 San Diego, CA 92108
Robert M. Finn	Vice President and Assistant Southern California Regional Manager	Suite 200 16735 Von Karman Irvine, CA 92714
Robert E. Frane	Vice President and Director of Human Resources	3480 Buskirk Avenue Pleasant Hill, CA 94523
C. Zachary Fuller	Vice President and Manager, Florida	Suite 1300 201 East Pine Street Orlando, FL 32801
Donald R. Funderlic	Vice President	7th Floor 4339 Kingsway Burnaby, B.C. CANADA V5H 4G7
Robert E. Grace	Vice President and Operations Manager, Northern California Region	3480 Buskirk Avenue Pleasant Hill, CA 94523
Ray M. Graves (D)	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
William F. Harris	Vice President and Director of Construction Management Program	3480 Buskirk Avenue Pleasant Hill, CA 94523
James C. Hein	Vice President	801 Western Avenue Glendale, CA 91201
J. Thomas Jacobs	Vice President and Regional Manager for Water and Wastewater	Suite 403 7535 East Hampden Avenue Denver, CO 80231
David R. Jones	Vice President and Manager, Sacramento	723 S Street Sacramento, CA 95814
George M. Khoury	Vice President and Manager, San Diego	9040 Friars Road, Suite 220 San Diego, CA 92108
Steven J. Krugel	Vice President	7th Floor 4330 Kingsway Burnaby, B.C. CANADA V5H 4G7
Robert S. Leichtner	Vice President, General Counsel, and Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523
Patrick M. Maroney	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523

George Mason	Vice President and Manager, Seattle	100 West Harrison Street Seattle, WA 98119
Raymond N. Matasci	Vice President	485 Waiale Drive Wailuku, Maui, HI 96793
Milford S. Merrill	Vice President	100 West Harrison Street Seattle, WA 98119
Walter J. Meyer	Vice President and Manager, Oregon and Idaho	Suite 300 1025 Willamette Street Eugene, OR 97401
Ervin E. Nesheim	Vice President	Suite 220 9040 Friars Road San Diego, CA 02108
Stephen K. Okasaki	Assistant Treasurer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Carolyn H. Olsen	Vice President and Water Program Director	Suite 500 53 Perimeter Ctr., East Atlanta, GA 30346
Charles W. Reese (DO)	Attorney at Law Lempres & Wulfsberg	Kaiser Center 300 Lakeside Drive Oakland, CA 94612
John E. Salo	Vice President and Manager, Atlanta	Suite 500 53 Perimeter Ctr., East Atlanta, GA 30346
Perry L. Schafer	Vice President	723 S Street Sacramento, CA 95814
Richard J. Socolich	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Patricia A. Talbot	Corporate Counsel and Assistant Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523
Hilary M. Theisen	Vice President and Solid Waste Service Leader	3480 Buskirk Avenue Pleasant Hill, CA 94523
Robert K. Tom	Assistant Treasurer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Mark A. Valentini	Vice President and Business Unit Manager, Analytical	801 Western Avenue Glendale, CA 91201
David M. Wilson	Vice President and Manager, Denver	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Charles S. Zickefoose	Vice President, Regional Manager, Wastewater Program	Suite 200 9620 S.W. Barbur Blvd. Portland, OR 97219

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

001388 *mmc*

Corporate ID 0021443 Annual Report for the year 1993

FIRST: The name of the corporation is BROWN AND CALDWELL, INC.

SECOND: It is incorporated under the laws of California

THIRD: Character of business, briefly stated, is Consulting engineering services

FOURTH: If foreign corporation, address of its principal office

3480 Buskirk Avenue, Pleasant Hill, California 94523

FIFTH: Business address in Rhode Island CT Corporation System, 123 Dyer Street,

Providence, Rhode Island 02903

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

- SEE ATTACHED RIDER -

Director

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares	Class
1,000,000	Common
1,000,000	Common

Series

A

B

Par Value
or statement that
shares are without
par value

\$1.00

\$1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class
305,171	Common
-0-	Common

Series

A

B

Par Value
or statement that
shares are without
par value

\$1.00

\$1.00

Dated February 23, 19 93

BROWN AND CALDWELL

(Name of Corporation)

By

Paul Blumstein

Title Vice President and Secretary

(Report must be signed by an officer)

ADDRESSES OF BROWN AND CALDWELL DIRECTORS AND OFFICERS--FEBRUARY 1, 1993

(D) = Director; (DO) = Director Only

<u>Name</u>	<u>Title</u>	<u>Brown and Caldwell Street Address</u>
Steven A. Fisher (D)	Chairman of the Board and Chief Executive Officer; Acting President, Analytical	3480 Buskirk Avenue Pleasant Hill, CA 94523
J.Lynn Hartford (D)	President and Chief Operating Officer, Consultants	3480 Buskirk Avenue Pleasant Hill, CA 94523
Craig A. Gochring	Executive Vice President and Director of Operations	3480 Buskirk Avenue Pleasant Hill, CA 94523
Pervaiz Anwar	Regional Vice President, Southern California, and Manager, Pasadena	150 Arroyo Parkway Pasadena, CA 91109
Geoffrey A. Carthew	Regional Vice President, Northern California, and Manager, Pleasant Hill	3480 Buskirk Avenue Pleasant Hill, CA 94523
Samuel A. Edmondson	Regional Vice President, Central and Manager, Arizona	Suite 200 345 East Palm Lane Phoenix, AZ 85004
Terry C. Gould	Regional Vice President, Northwest	Suite 300 1025 Willamette Street Eugene, OR 97401
James G. Smith	Regional Vice President, East	Suite 500 53 Perimeter Ctr., East Atlanta, GA 30346
Joseph M. Bolton	Senior Vice President and Director of Marketing	3480 Buskirk Avenue Pleasant Hill, CA 94523
Garr M. Jones	Senior Vice President, Design	3480 Buskirk Avenue Pleasant Hill, CA 94523
Eric F. Mische	Senior Vice President, Regional Manager, Wastewater Program	Suite 220 9040 Friars Road San Diego, CA 92108
Denny S. Parker (D)	Senior Vice President, Director of Technology, Wastewater Program	3480 Buskirk Avenue Pleasant Hill, CA 94523
William M. Smith	Senior Vice President, Director of Environmental Services Program	3480 Buskirk Avenue Pleasant Hill, CA 94523
Jack Warburton	Senior Vice President, Director of Services, Wastewater Program	100 West Harrison St. Seattle, WA 98119

E. Edward Wilson (D)	Senior Vice President, Federal Programs Director, Analytical	801 Western Avenue Glendale, CA 91201
Mikkell R. Anderson	Vice President	150 South Arroyo Parkway Pasadena, CA 91109
Paul L. Armstrong	Vice President, General Counsel and Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523
Edmund Bartlett (DO)	Major Shareholder Sun Valley Ford	2285 Diamond Boulevard Concord, CA 94520
Vijay K. Bedi	Vice President	150 South Arroyo Parkway Pasadena, CA 91109
Douglas R. Christensen	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
George P. Cutler	Vice President and Chief Financial Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Robert M. Finn	Vice President and Assistant Southern California Regional Manager	Suite 100 16735 Von Karman Irvine, CA 92714
Robert E. Frane	Vice President and Director of Human Resources	3480 Buskirk Avenue Pleasant Hill, CA 94523
C. Zachary Fuller	Vice President and Manager, Florida	Suite 1300 201 East Pine Street Orlando, FL 32801
Donald R. Funderlic	Vice President	Suite 401 4940 Canada Way Burnaby, B.C. CANADA V5G4K6
Robert E. Grace	Vice President, Chief Engineer, and Assistant Manager, Pleasant Hill	3480 Buskirk Avenue Pleasant Hill, CA 94523
Ray M. Graves (D)	Vice President and Manager, Construction Management	3480 Buskirk Avenue Pleasant Hill, CA 94523
James C. Hein	Vice President, Analytical	801 Western Avenue Glendale, CA 91201
J. Thomas Jacobs	Vice President, Regional Department Manager for Water and Wastewater	Suite 403 7535 East Hampden Avenue Denver, CO 80231
David R. Jones	Vice President and Manager, Sacramento	723 S Street Sacramento, CA 95814
Steven J. Krugel	Vice President	Suite 401 4940 Canada Way Burnaby, B.C. CANADA V5G4K6

Patrick M. Maroney	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
George J. Mason	Vice President and Manager, Seattle	100 West Harrison Street Seattle, WA 98119
Raymond N. Matasci	Vice President	485 Waiale Drive Wailuku, Maui, HI 96793
Milford S. Merrill	Vice President, Technical	100 West Harrison Street Seattle, WA 98119
Walter J. Meyer	Vice President and Manager, Oregon and Idaho	Suite 300 1025 Willamette Street Eugene, OR 97401
Ervin E. Nesheim	Vice President, Technical	Suite 220 9040 Friars Road San Diego, CA 02108
Stephen K. Okasaki	Assistant Treasurer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Carolyn Hardy Olsen	Vice President, Water Program Director, Regional Department Manager, Wastewater Program	Suite 500 53 Perimeter Ctr., East Atlanta, GA 30346
S. Robert Peak	Vice President, Quality Assurance, Analytical	801 Western Avenue Glendale, CA 91201
Charles W. Reese (DO)	Attorney at Law Lempres & Wulfsberg	Kaiser Center 300 Lakeside Drive Oakland, CA 94612
John E. Salo	Vice President and Manager, Atlanta	Suite 500 53 Perimeter Ctr., East Atlanta, GA 30346
Perry L. Schafer	Vice President, Technical	723 S Street Sacramento, CA 95814
Jacoby A. Scher	Vice President and Manager, Texas	Suite 320 8866 Gulf Freeway Houston, TX 77017
Patricia A. Talbot	Corporate Counsel and Assistant Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523
Hilary M. Theisen	Vice President and Solid Waste Program Director	3480 Buskirk Avenue Pleasant Hill, CA 94523
Robert K. Tom	Assistant Treasurer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Charles S. Zickefoose	Vice President, Regional Manager, Wastewater Program	Suite 200 9620 S.W. Barbur Blvd. Portland, OR 97219

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0021443 Annual Report for the year 1992

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3480 Buskirk Avenue, Pleasant Hill, California 94523

FIFTH: Business address in Rhode Island CT Corporation System, 123 Dyer Street,

Providence, Rhode Island 02903

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

See attached

Director

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares

Class

1,000,000

Common

1,000,000

Common

Par Value
or statement that
shares are without
par value

\$1.00

\$1.00

EIGHTH: Number of Shares issued:

No. of Shares

Class

Series

305,171

Common

A

\$1.00

0

Common

B

\$1.00

Dated February 19 92

Brown and Caldwell

(Name of Corporation)

By

Title Vice President & Secretary

(Report must be signed by an officer)

ADDRESSES OF BROWN AND CALDWELL DIRECTORS AND OFFICERS--NOVEMBER 1991

(D) = Director; (DO) = Director Only

<u>Name</u>	<u>Title</u>	<u>Brown and Caldwell Street Address</u>
Steven A. Fisher (D) 561-64-3582	Chairman of the Board and Chief Executive Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
J. Lynn Hartford (D) 281-34-5301	President and Chief Operating Officer, Consultants	3480 Buskirk Avenue Pleasant Hill, CA 94523
E. Edward Wilson (D) 044-44-4829	President and Chief Operating Officer, Analytical	801 Western Avenue Glendale, CA 91201
Craig A. Goehring 562-82-2899	Executive Vice President and Director of Operations	723 S Street Sacramento, CA 95814
Pervaiz Anwar (D) 549-06-3389	Regional Vice President, Southern California, and Manager, Pasadena	150 Arroyo Parkway Pasadena, CA 91109
Geoffrey A. Carthew 547-39-4389	Regional Vice President, Northern California, and Manager, Pleasant Hill	3480 Buskirk Avenue Pleasant Hill, CA 94523
Samuel A. Edmondson 463-60-8760	Regional Vice President, Central, and Manager, Arizona	Suite 200 345 East Palm Lane Phoenix, AZ 85004
Terry C. Gould 542-56-4062	Regional Vice President, Northwest	Suite 100 2300 Oakmont Way Eugene, OR 97401
James G. Smith 552-58-4702	Regional Vice President, East	Suite 500 53 Perimeter Ctr., East Atlanta, GA 30346
Joseph M. Bolton 145-36-1330	Senior Vice President and Director of Marketing	3480 Buskirk Avenue Pleasant Hill, CA 94523
Garr M. Jones 538-32-5014	Senior Vice President, Design	3480 Buskirk Avenue Pleasant Hill, CA 94523
Eric F. Mische 552-58-1750	Senior Vice President and San Diego P.M.	First Interstate Plaza 401 "B" Street, Suite 1000 San Diego, CA 92101
Denny S. Parker (D) 557-58-4731	Senior Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Jack Warburton 548-04-6033	Senior Vice President	100 West Harrison St. Seattle, WA 98119

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FEB 27 1992
SECY OF STATE

Paul L. Armstrong 573-38-0765	Vice President, General Counsel, and Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523
Edmund Bartlett (DO) 569-20-7977	Major Shareholder Sun Valley Ford	2285 Diamond Boulevard Concord, CA 94520
Vijay K. Bedi 151-44-9351	Vice President	150 South Arroyo Parkway Pasadena, CA 91109
Douglas R. Christensen 531-46-1529	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Joseph A. Cotteral, Jr. 567-36-1587	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
George P. Cutler 558-54-6616	Vice President and Chief Financial Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Robert F. Finn 057-38-3529	Vice President and Assistant Southern California Regional Manager	Suite 100 16735 Von Karman Irvine, CA 92714
C. Zachary Fuller 403-78-1593	Vice President and Manager, Florida	Suite 1300 201 East Pine Street Orlando, FL 32801
Donald R. Funderlic 313-54-8142	Vice President and Manager, Dallas-Fort Worth	1100 Tower North 2710 Stemmons Freeway Dallas, TX 75207
Robert E. Grace 326-46-7518	Vice President, Chief Engineer, and Assistant Manager, Pleasant Hill	3480 Buskirk Avenue Pleasant Hill, CA 94523
Ray M. Graves 426-84-2343	Vice President and Manager, Construction Management	3480 Buskirk Avenue Pleasant Hill, CA 94523
James C. Hein 159-38-8920	Vice President and Lab Director, Glendale	801 Western Aveue Glendale, CA 91201
J. Thomas Jacobs 529-82-8722	Vice President and Manager, Denver	Suite 403 7535 East Hampden Ave. Denver, CO 80231
David R. Jones 042-52-5260	Vice President and Manager, Sacramento	723 S Street Sacramento, CA 95814
Steve J. Krugel 390-54-7605	Vice President	Suite 300 4940 Canada Way Burnaby, British Columbia CANADA V5G 4K6
Sim D. Lessley 531-44-9261	Vice President, Northern Operations, Analytical	1255 Powell Street Emeryville, CA 94608

Patrick M. Maroney 559-82-0911	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
George J. Mason 531-34-2671	Vice President and Manager, Seattle	100 West Harrison Street Seattle, WA 98119
Milford S. Merrill 142-30-4214	Vice President, Technical	100 West Harrison Street Seattle, WA 98119
Walter J. Meyer 503-683-4345	Vice President and Manager, Eugene	Suite 100 2300 Oakmont Way Eugene, OR 97401
Ervin E. Nesheim 503-40-5468	Vice President, Technical	3480 Buskirk Avenue Pleasant Hill, CA 94523
Sidney R. Peak 560-76-0846	Vice President, Technical, Analytical	801 Western Avenue Glendale, CA 91201
Charles W. Reese (DO) 437-66-9589	Attorney at Law Lempres & Wulfsberg	Kaiser Center 300 Lakeside Drive Oakland, CA 94612
John E. Salo 003-38-2871	Vice President and Manager, Atlanta	Suite 500 52 Perimeter Ctr., East Atlanta, GA 30346
Perry L. Schafer 505-60-4445	Vice President, Technical	723 S Street Sacramento, CA 95814
Patricia A. Talbot 321-44-1440	Assistant Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523
Hilary M. Theisen 471-40-9347	Vice President and Program Director	3480 Buskirk Avenue Pleasant Hill, CA 94523
Charles S. Zickefoose 519-32-8522	Vice President, Technical	Suite 200 9620 S.W. Barbur Blvd. Portland, OR 97219

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

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Providence, Rhode Island 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

See attached rider Director

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000,000	Common	A	\$1.00
1,000,000	Common	B	\$1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
305,171	Common	A	\$1.00
0	Common	B	\$1.00

Dated February 12, 1991

Brown and Caldwell

(Name of Corporation)

By Paul H. Caldwell

(Report must be signed by an officer)

Title Vice President & Secretary

ADDRESSES OF BROWN AND CALDWELL
DIRECTORS AND OFFICERS--FEBRUARY 1991

(D) = Director; (DO) = Director Only

<u>Name</u>	<u>Title</u>	<u>Brown and Caldwell Street Address</u>
Steven A. Fisher (D)	Chairman of the Board and Chief Executive Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
J.Lynn Hartford (D)	President and Chief Operating Officer, Consultants	3480 Buskirk Avenue Pleasant Hill, CA 94523
E. Edward Wilson (D)	President and Chief Operating Officer	Suite 1240 2000 Powell Street Emeryville, CA 94608
Craig A. Goehring	Executive Vice President and Director of Operations	723 S Street Sacramento, CA 95814
Pervaiz Anwar (D)	Regional Vice President, Southern California, and Manager, Pasadena	150 Arroyo Parkway Pasadena, CA 91109
Geoffrey A. Carthew	Regional Vice President, Northern California, and Manager, Pleasant Hill	3480 Buskirk Avenue Pleasant Hill, CA 94523
Samuel A. Edmondson	Regional Vice President, Central, and Manager, Arizona	Suite 200 345 East Palm Lane Phoenix, AZ 85004
Perry C. Gould	Regional Vice President Northwest, and Manager, Oregon	Suite 100 2300 Oakmont Way Eugene, OR 97401
James G. Smith	Regional Vice President, East	Suite 500 53 Perimeter Ctr., East Atlanta, GA 30346
Joseph M. Bolton	Senior Vice President and Director of Marketing	3480 Buskirk Avenue Pleasant Hill, CA 94523
Garr M. Jones	Senior Vice President, Design	3480 Buskirk Avenue Pleasant Hill, CA 94523
Eric F. Mische	Senior Vice President and San Diego P.M.	First Interstate Plaza 401 "B" Street, Suite 750 San Diego, CA 92101
Henry S. Parker (D)	Senior Vice President, Process	3480 Buskirk Avenue Pleasant Hill, CA 94523

Jack Warburton	Senior Vice President	100 West Harrison St. Seattle, WA 98119
Paul L. Armstrong	Vice President, General Counsel, and Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523
Edmund Bartlett (DO)	Major Shareholder Sun Valley Ford	2285 Diamond Boulevard Concord, CA 94520
Vijay K. Bedi	Vice President and California Operations Manager, Hazardous Materials Management Division	150 South Arroyo Parkway Pasadena, CA 91109
Douglas R. Christensen	Vice President and Manager, Hazardous Materials Management Division	3480 Buskirk Avenue Pleasant Hill, CA 94523
Joseph A. Cotteral, Jr.	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
George P. Cutler	Vice President and Chief Financial Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Robert M. Finn	Vice President and Assistant Southern California Regional Manager	Suite 100 16735 Von Karman Irvine, CA 92714
Donald R. Funderlic	Vice President and Manager, Dallas-Fort Worth	Suite 400 5787 South Hampton Road Dallas, TX 75232
Robert E. Grace	Vice President, Chief Engineer, and Assistant Manager, Pleasant Hill	3480 Buskirk Avenue Pleasant Hill, CA 94523
Ray M. Graves	Vice President and Manager, Construction Management	3480 Buskirk Avenue Pleasant Hill, CA 94523
James C. Hein	Vice President and Lab Director, Glendale	801 Western Avenue Glendale, CA 91201
Charles W. Holbrook	Vice President, Human Resources and Administration	3480 Buskirk Avenue Pleasant Hill, CA 94523
J. Thomas Jacobs	Vice President and Manager, Denver	Suite 403 7535 East Hampden Avenue Denver, CO 80231
David R. Jones	Vice President and Manager, Sacramento	723 S Street Sacramento, CA 95814
Jim D. Lessley	Vice President, Northern Operations, Analytical	1255 Powell Street Emeryville, CA 94608

Patrick M. Maroney	Vice President and Program Director	3480 Buskirk Avenue Pleasant Hill, CA 94523
Milford S. Merrill	Vice President, Technical	100 West Harrison Street Seattle, WA 98119
Ervin E. Nesheim	Vice President, Technical	3480 Buskirk Avenue Pleasant Hill, CA 94523
Sidney R. Peak	Vice President, Technical, Analytical	801 Western Avenue Glendale, CA 91201
Charles W. Reese (DO)	Attorney at Law Lempres & Wulfsberg	Kaiser Center 300 Lakeside Drive Oakland, CA 94612
John E. Salo	Vice President and Manager, Atlanta	Suite 500 52 Perimeter Ctr., East Atlanta, GA 30346
Perry L. Schafer	Vice President, Technical	723 S Street Sacramento, CA 95814
Patricia A. Talbot	Assistant Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523
Hilary M. Theisen	Vice President and Program Director	3480 Buskirk Avenue Pleasant Hill, CA 94523
Warren R. Uhte	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Charles S. Zickefoose	Vice President, Technical	Suite 200 9620 S.W. Barbur Blvd. Portland, OR 97219

Filing Fee \$15.00

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State of Rhode Island and Providence Plantations

CORPORATION'S DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

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Providence, Rhode Island 02903

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Name

Office

Address (including number, street, zip code)

..... See Attached Rider	Director	
.....	Director	
.....	Director	
.....	President	
.....	Vice President	
.....	Secretary	
.....	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000,000	Common	A	\$ 1.00
1,000,000	Common	B	\$ 1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
305,171	Common	A	\$ 1.00
0	Common	B	\$ 1.00

Dated February 21, 19 90

Brown and Caldwell

(Name of Corporation)

By

Title Vice President & Secretary

(Report must be signed by an officer)

ADDRESSES OF BROWN AND CALDWELL
DIRECTORS AND OFFICERS--DECEMBER 1989

(D) = Director; (DO) = Director Only

<u>Name</u>	<u>Title</u>	<u>Brown and Caldwell Street Address</u>
Theodore V. Lutge (D)	Chairman of the Board and Chief Executive Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Richard C. Aberley (D)	President and Chief Operating Officer, Consultants	3480 Buskirk Avenue Pleasant Hill, CA 94523
Steven A. Fisher (D)	President and Chief Operating Officer, Analytical	Suite 1240 2000 Powell Street Emeryville, CA 94608
Lester B. Dunlap (DO)	Special Operations Consultant	3480 Buskirk Avenue Pleasant Hill, CA 94523
J. Lynn Hartford	Executive Vice President and Director of Operations	150 Arroyo Parkway Pasadena, CA 91109
Pervaiz Anwar	Regional Vice President, Southern California, and Manager, Pasadena	150 Arroyo Parkway Pasadena, CA 91109
Geoffrey A. Carthew	Regional Vice President, Northern California, and Manager, Pleasant Hill	3480 Buskirk Avenue Pleasant Hill, CA 94523
Samuel A. Edmondson	Regional Vice President, Central, and Manager, Arizona	Suite 200 345 East Palm Lane Phoenix, AZ 85004
Terry C. Gould	Regional Vice President Northwest, and Manager, Eugene	Suite 100 2300 Oakmont Way Eugene, OR 97401
James G. Smith	Regional Vice President, East	Suite 120 32 Perimeter Ctr., East Atlanta, GA 30346
Garr M. Jones	Senior Vice President, Design	3480 Buskirk Avenue Pleasant Hill, CA 94523
Eric F. Mische (D)	Senior Vice President, San Diego P.M.	First Interstate Plaza 401 "B" Street, Suite 750 San Diego, CA 92101
Denny S. Parker	Senior Vice President, Process	3480 Buskirk Avenue Pleasant Hill, CA 94523

Jack Warburton	Senior Vice President and Director of Marketing	100 West Harrison St. Seattle, WA 98119
Sidney R. Peak	Technical Vice President, Analytical	801 Western Avenue Glendale, CA 91201
Charles S. Zickefoose	Technical Vice President	Suite 200 9620 S.W. Barbur Blvd. Portland, OR 97219
Paul L. Armstrong	Vice President, General Counsel, and Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523
Edmund Bartlett (DO)	Major Shareholder Sun Valley Ford	2285 Diamond Boulevard Concord, CA 94520
Vijay K. Bedi	Vice President and California Operations Manager, Hazardous Materials Management Division	150 South Arroyo Parkway Pasadena, CA 91109
Douglas R. Christensen	Vice President and Manager Hazardous Materials Management Division	3480 Buskirk Avenue Pleasant Hill, CA 94523
Joseph A. Cotteral, Jr.	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
George P. Cutler	Vice President and Chief Financial Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Robert M. Finn	Vice President and Assistant Southern California Regional Manager	Suite 100 16735 Von Karman Irvine, CA 92714
Donald R. Funderlic	Vice President and Manager, Dallas-Fort Worth	Suite 400 5787 South Hampton Road Dallas, TX 75232
Craig A. Goehring	Vice President and Program Manager	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Robert E. Grace	Vice President, Chief Engineer, and Assistant Manager, Pleasant Hill	3480 Buskirk Avenue Pleasant Hill, CA 94523
Ray M. Graves	Vice President and Manager, Construction Management	3480 Buskirk Avenue Pleasant Hill, CA 94523
Charles W. Holbrook	Vice President, Human Resources and Administration	3480 Buskirk Avenue Pleasant Hill, CA 94523
Sim D. Lessley	Vice President, Northern Operations, Analytical	1255 Powell Street Emeryville, CA 94608

Patrick M. Maroney	Vice President, Program Director	3480 Buskirk Avenue Pleasant Hill, CA 94523
Charles W. Reese (DO)	Attorney at Law Lempres & Wulfsberg	Kaiser Center 300 Lakeside Drive Oakland, CA 94612
John E. Salo	Vice President and Manager Atlanta	Suite 120 32 Perimeter Ctr., East Atlanta, GA 30346
Patricia A. Talbot	Assistant Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523
Hilary M. Theisen	Vice President, Program Director	3480 Buskirk Avenue Pleasant Hill, CA 94523
Warren R. Uhte	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Leo M. Weinberg	Vice President and Manager, Florida	Suite 1416 201 East Pine Street Orlando, FL 32801
E. Edward Wilson	Vice President, Southern Operations, Analytical	801 Western Avenue Glendale, CA 91201
James A. Yost	Vice President and Manager, Sacramento	723 S Street Sacramento, CA 95814

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

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Name

Office

Address (including number, street, zip code)

Director

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000,000	Common	A	\$1.00
1,000,000	Common	B	\$1.00

PAID

FEB 16 1989

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
305,171	Common	A	\$1.00
0	Common	B	\$1.00

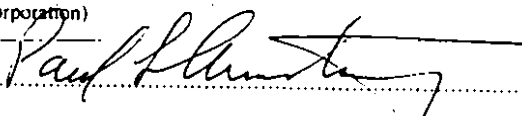
SECY OF STATE

Dated February 14, 19 89

Brown and Caldwell

(Name of Corporation)

By



(Report must be signed by an officer)

Title Vice President & Secretary

ADDRESSES OF BROWN AND CALDWELL
DIRECTORS AND OFFICERS--JANUARY 1989

(D) = Director; (DO) = Director Only

<u>Name</u>	<u>Title</u>	<u>Brown and Caldwell Street Address</u>
Theodore V. Lutge (D)	Chairman of the Board and Chief Executive Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Richard C. Aberley (D)	President and Chief Operating Officer, Consulting Engrg., and Manager, Hazardous Materials Management Division	3480 Buskirk Avenue Pleasant Hill, CA 94523
Steven A. Fisher (D)	President and Chief Operating Officer, Laboratories	Suite 1240 2000 Powell Street Emeryville, CA 94608
Lester B. Dunlap (DO)	Special Operations Consultant	3480 Buskirk Avenue Pleasant Hill, CA 94523
Samuel A. Edmondson	Executive Vice President, Central Operations	Suite 200 5049 East Broadway Tucson, AZ 85711
J. Lynn Hartford	Executive Vice President, Western Operations	150 Arroyo Parkway Pasadena, CA 91109
Eric F. Mische (D)	Executive Vice President, Client Services	3480 Buskirk Avenue Pleasant Hill, CA 94523
James G. Smith	Executive Vice President, Eastern Operations	Suite 120 32 Perimeter Ctr., East Atlanta, GA 30346
Garr M. Jones	Senior Vice President, Design	3480 Buskirk Avenue Pleasant Hill, CA 94523
Denny S. Parker	Senior Vice President, Process	3480 Buskirk Avenue Pleasant Hill, CA 94523
Pervaiz Anwar	Vice President and Manager, Pasadena	150 Arroyo Parkway Pasadena, CA 91109
Paul L. Armstrong	Vice President, General Counsel, and Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523
Edmund Bartlett (DO)	Major Shareholder Sun Valley Ford	2285 Diamond Boulevard Concord, CA 94520
Vijay K. Bedi	Vice President and California Operations Manager, Hazardous Materials Management Division--	150 South Arroyo Parkway Post Office Box 7103 Pasadena, -CA 91109

Geoffrey A. Carthew	Vice President and Manager, Pleasant Hill	3480 Buskirk Avenue Pleasant Hill, CA 94523
George D. Chouinard	Vice President and Director of Marketing	3480 Buskirk Avenue Pleasant Hill, CA 94523
Douglas R. Christensen	Vice President and Assistant Manager, Hazardous Materials Management Division	3480 Buskirk Avenue Pleasant Hill, CA 94523
Joseph A. Cotteral, Jr.	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
George P. Cutler	Vice President and Chief Financial Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
James Fulton	Vice President and Manager, Arizona	Suite 200 345 East Palm Lane Phoenix, AZ 85004
Donald R. Funderlic	Vice President and Manager, Dallas-Fort Worth	Suite 400 5787 South Hampton Road Dallas, TX 75232
Craig A. Goehring	Vice President and Manager, Denver	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Terry C. Gould	Vice President and Manager, Eugene	Suite 100 2300 Oakmont Way Eugene, OR 97401
Ray M. Graves	Vice President and Manager, Construction Management	3480 Buskirk Avenue Pleasant Hill, CA 94523
Lyle N. Hoag	Vice President, Program Director	723 S Street Sacramento, CA 95814
Charles W. Holbrook	Vice President, Human Resources and Administration	3480 Buskirk Avenue Pleasant Hill, CA 94523
Sim D. Lessley	Vice President and Emeryville Lab Director	1255 Powell Street Emeryville, CA 94608
Patrick M. Maroney	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Denis M. O'Malley	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Charles W. Reese (DO)	Attorney at Law Lempres & Wulfsberg	Kaiser Center 300 Lakeside Drive Oakland, CA 94612

John E. Salo	Vice President and Manager Atlanta	Suite 120 32 Perimeter Ctr., East Atlanta, GA 30346
Patricia A. Talbot	Assistant Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523
Hilary M. Theisen	Vice President, Program Director	3480 Buskirk Avenue Pleasant Hill, CA 94523
Warren R. Uhte	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Jack Warburton	Vice President and Manager, Seattle	100 West Harrison St. Seattle, WA 98119
Leo M. Weinberg	Vice President and Manager, Florida	Suite 1416 201 East Pine Street Orlando, FL 32801
E. Edward Wilson	Vice President, Southern Operations, Laboratories	373 So. Fair Oaks Ave. Pasadena, CA 91105
James A. Yost	Vice President and Manager, Sacramento	723 S Street Sacramento, CA 95814

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 21443

Annual Report for the year 1988

FIRST: The name of the corporation is BROWN AND CALDWELL, INC.

SECOND: It is incorporated under the laws of California

THIRD: Character of business, briefly stated, is Consulting engineering services

FOURTH: If foreign corporation, address of its principal office 3480 Buskirk Ave.,
Pleasant Hill, California 94523

FIFTH: Business address in Rhode Island CT Corporation System, 123 Dyer Street,
Providence, Rhode Island 02903

SIXTH: Names and addresses of its directors and officers: See attached list (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

Director

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

1,000,000

Common

A

\$1.00

EIGHTH: Number of Shares issued:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

305,171

Common

A

\$1.00

Dated February 12, 19 88

Brown and Caldwell
(Name of Corporation)

By

Title Vice President

(Report must be signed by an officer)

ADDRESSES OF BROWN AND CALDWELL
DIRECTORS AND OFFICERS--FEBRUARY 1988

(D) = Director; (DO) = Director Only

<u>Name</u>	<u>Title</u>	<u>Brown and Caldwell Street Address</u>
Theodore V. Lutge (D)	Chairman of the Board and Chief Executive Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Richard C. Aberley (D)	President and Chief Operating Officer, Consulting Engrg., and Manager, Hazardous Materials Management	3480 Buskirk Avenue Pleasant Hill, CA 94523
Steven A. Fisher (D)	President and Chief Operating Officer, Laboratories	Suite 1240 2000 Powell Street Emeryville, CA 94608
Lester B. Dunlap (D)	Executive Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
J. Lynn Hartford	Executive Vice President	150 Arroyo Parkway Pasadena, CA 91109
Eric F. Mische (D)	Executive Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
James G. Smith	Executive Vice President	Suite 120 32 Perimeter Ctr., East Atlanta, GA 30346
Garr M. Jones	Senior Vice President, Design Engineering	3480 Buskirk Avenue Pleasant Hill, CA 94523
Denny S. Parker	Senior Vice President, Process Engineering	3480 Buskirk Avenue Pleasant Hill, CA 94523
Pervaiz Anwar	Vice President and Manager, Pasadena	150 Arroyo Parkway Pasadena, CA 91109
Paul L. Armstrong	Vice President, General Counsel, and Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523
Edmund Bartlett (DO)	Major Shareholder Sun Valley Ford	2285 Diamond Boulevard Concord, CA 94520
Brian D. Bracken	Vice President and National Operations Manager, Hazardous Materials Management	3480 Buskirk Avenue Pleasant Hill, CA 94523
Geoffrey A. Carthew	Vice President and Manager, Pleasant Hill	3480 Buskirk Avenue Pleasant Hill, CA 94523

George D. Chouinard	Vice President, Business Development	3480 Buskirk Avenue Pleasant Hill, CA 94523
Douglas R. Christensen	Vice President and California Operations Manager, Hazardous Materials Management	3480 Buskirk Avenue Pleasant Hill, CA 94523
Joseph A. Cotteral, Jr.	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Samuel A. Edmondson	Vice President and Manager, Tucson	Suite 200 5049 East Broadway Tucson, AZ 85711
Donald R. Funderlic	Vice President and Manager, Dallas-Fort Worth	Suite 400 5787 South Hampton Road Dallas, TX 75232
Craig A. Goehring	Vice President and Manager, Denver	Suite 403 7535 East Hampden Ave. Denver, CO 80231
Terry C. Gould	Vice President and Manager, Eugene	Suite 100 2300 Oakmont Way Eugene, OR 97401
Ray M. Graves	Vice President and Manager, Construction Management	3480 Buskirk Avenue Pleasant Hill, CA 94523
Lyle N. Hoag	Vice President	723 S Street Sacramento, CA 95814
Charles W. Holbrook	Vice President, Human Resources and Administration	3480 Buskirk Avenue Pleasant Hill, CA 94523
Patrick M. Maroney	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Allen Noyes	Vice President and Chief Financial Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Denis M. O'Malley	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Charles W. Reese (DO)	Attorney at Law Lempres & Wulfsberg	Kaiser Center 300 Lakeside Drive Oakland, CA 94612
John E. Salo	Vice President and Manager Atlanta	Suite 120 32 Perimeter Ctr., East Atlanta, GA 30346

Hilary M. Theisen	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Warren R. Uhte	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Jack Warburton	Vice President and Manager, Seattle	100 West Harrison St. Seattle, WA 98119
Leo M. Weinberg	Vice President and Manager, Florida	Suite 1416 201 East Pine Street Orlando, FL 32801
E. Edward Wilson	Vice President and Manager, Pasadena Laboratory	373 So. Fair Oaks Ave. Pasadena, CA 91105
James A. Yost	Vice President and Manager, Sacramento	723 S Street Sacramento, CA 95814

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 21443

Annual Report for the year 1987

FIRST: The name of the corporation is BROWN AND CALDWELL, INC.

SECOND: It is incorporated under the laws of California

THIRD: Character of business, briefly stated, is Engineering Services

FOURTH: If foreign corporation, address of its principal office 3480 Buskirk Ave.
Pleasant Hill, CA 94523FIFTH: Business address in Rhode Island C/O CT Corporation System
111 Westminister St., Providence, R.I. 02903

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

See Attached

Director

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

Par Value
or statement that
shares are without
par value

No. of Shares	Class	Series
1,000,000	Common	A
1,000,000	Common	B

NPV

NPV

EIGHTH: Number of Shares issued:

SECY. OF STATE

Par Value
or statement that
shares are without
par value

No. of Shares	Class	Series
271,222	Common	A
33,949	Common	B

NPV

NPV

Dated February 13 1987

Brown and Caldwell

(Name of Corporation)

By

(Report must be signed by an officer)

Title Vice president

ADDRESSES OF BROWN AND CALDWELL
DIRECTORS AND OFFICERS--OCTOBER 1986

(D) = Director; (DO) = Director Only

<u>Name</u>	<u>Title</u>	<u>Brown and Caldwell Street Address</u>
Theodore V. Lutge (D)	Chairman of the Board and Chief Executive Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Richard C. Aberley (D)	President and Chief Operating Officer, Consulting Engineering Division	3480 Buskirk Avenue Pleasant Hill, CA 94523
Steven A. Fisher (D)	President and Chief Operating Officer, Laboratories Division	1255 Powell Street Emeryville, CA 94608
Lester B. Dunlap (D)	Executive Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
J. Lynn Hartford	Executive Vice President	150 Arroyo Parkway Pasadena, CA 91109
Eric F. Mische (D)	Executive Vice President and Manager, Pleasant Hill	3480 Buskirk Avenue Pleasant Hill, CA 94523
Garr M. Jones	Senior Vice President, Design Engineering	3480 Buskirk Avenue Pleasant Hill, CA 94523
Denny S. Parker	Senior Vice President, Process Engineering	3480 Buskirk Avenue Pleasant Hill, CA 94523
Pervaiz Anwar	Vice President and Manager, Pasadena	150 Arroyo Parkway Pasadena, CA 91109
Paul L. Armstrong	Vice President and General Counsel	3480 Buskirk Avenue Pleasant Hill, CA 94523
Edmund Bartlett (DO)	Major Shareholder Sun Valley Ford	2285 Diamond Boulevard Concord, CA 94520
Brian D. Bracken	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Geoffrey A. Carthew	Vice President	100 West Harrison St. Seattle, WA 98119
George D. Chouinard	Vice President, Business Development	3480 Buskirk Avenue Pleasant Hill, CA 94523
Joseph A. Cotteral, Jr.	Vice President, Asst. Mgr., & Chief Engr., Pleasant Hill	3480 Buskirk Avenue Pleasant Hill, CA 94523

Samuel A. Edmondson	Vice President and Manager, Tucson	Suite 200 5049 East Broadway Tucson, AZ 85711
Craig Goehring	Vice President and Manager, Denver	Suite B-325 10200 E. Girard Avenue Denver, CO 80231
Terry C. Gould	Vice President and Manager, Eugene	Suite 100 2300 Oakmont Way Eugene, OR 97401
Ray M. Graves	Vice President and Manager, Construction Management	3480 Buskirk Avenue Pleasant Hill, CA 94523
Lyle N. Hoag	Vice President	723 S Street Sacramento, CA 95814
Charles W. Holbrook	Vice President, Personnel and Administration	3480 Buskirk Avenue Pleasant Hill, CA 94523
Daniel N. Lempres (DO)	Attorney at Law Lempres & Wulfsberg	Kaiser Center 300 Lakeside Drive Oakland, CA 94612
Daniel A. McLean	Vice President and Manager, Emeryville Laboratory	1255 Powell Street Emeryville, CA 94608
Robert L. Mills	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Allen Noyes	Vice President and Chief Financial Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Denis M. O'Malley	Vice President and Manager, Dallas-Fort Worth	Suite 400 5787 South Hampton Road Dallas, TX 75232
James G. Smith	Vice President and Manager, Atlanta	Suite 120 32 Perimeter Ctr., East Atlanta, GA 30346
Hilary M. Theisen	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Warren R. Uhte	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Jack Warburton	Vice President and Manager, Seattle	100 West Harrison St. Seattle, WA 98119
E. Edward Wilson	Vice President and Manager, Pasadena Laboratory	373 So. Fair Oaks Ave. Pasadena, CA 91105
James A. Yost	Vice President and Manager, Sacramento	723 S Street Sacramento, CA 95814

Filing Fee \$15.00

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

To be filed annually between
January 1st and March 1st

Corporate ID 21443

Annual Report for the year 1986

FIRST: The name of the corporation is BROWN AND CALDWELL, INC.

SECOND: It is incorporated under the laws of California

THIRD: Character of business, briefly stated, is Engineering Services

FOURTH: If foreign corporation, address of its principal office 3480 Buskirk Ave. Pleasant Hill, California 94523

FIFTH: Business address in Rhode Island CT Corporation, 111 Westminster Street, Providence, R.I. 02903

SIXTH: Names and addresses of its directors and officers:

Name

Office

(Attach rider if necessary)
Address (including number, street, zip code)

see attached

Director

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000,000	A	-	NPV
1,000,000	B	-	NPV

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
271,222	A	-	NPV
33,949	B	-	NPV

Dated February 27, 1986

Brown and Caldwell

(Name of Corporation)

By

Title V.P., Treasurer, & Secretary

(Report must be signed by an officer)

ADDRESSES OF BROWN AND CALDWELL
DIRECTORS AND OFFICERS--NOVEMBER 1985

(D) = Directors

Name =====	Title =====	Brown and Caldwell Address =====
Theodore V. Lutge (D)	President, Chairman of the Board, Chief Operating Officer, and Chief Executive Officer	3480 Buskirk Avenue Pleasant Hill, CA 94523
Richard C. Aberley (D)	Executive Vice President-- Regional Operations	3480 Buskirk Avenue Pleasant Hill, CA 94523
Lester B. Dunlao (D)	Executive Vice President-- Regional Operations	3480 Buskirk Avenue Pleasant Hill, CA 94523
Eric F. Mische (D)	Executive Vice President and Manager, Pleasant Hill	3480 Buskirk Avenue Pleasant Hill, CA 94523
Dan P. Norris (D)	Executive Vice President and Manager, Eugene	Suite 100 2300 Oakmont Way Eugene, OR 97401
Garr M. Jones	Senior Vice President-- Design Engineering	3480 Buskirk Avenue Pleasant Hill, CA 94523
Denny S. Parker	Senior Vice President-- Process Engineering	3480 Buskirk Avenue Pleasant Hill, CA 94523
Paul L. Armstrong	Vice President and General Counsel	3480 Buskirk Avenue Pleasant Hill, CA 94523
Brian D. Bracken	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Geoffrey A. Carthew	Vice President and Manager, Denver	Suite B-325 10200 East Girard Avenue Denver, CO 80231
George D. Chouinard	Vice President--Business Development	3480 Buskirk Avenue Pleasant Hill, CA 94523
Joseph A. Cotteral, Jr.	Vice President and Chief Engineer, Pleasant Hill	3480 Buskirk Avenue Pleasant Hill, CA 94523
Samuel A. Edmondson	Vice President and Manager, Tucson	Suite 200 5049 East Broadway Tucson, AZ 85711
Steven A. Fisher (D)	Vice President and Manager, Analytical Services	1255 Powell Street Emeryville, CA 94608
Ray M. Graves	Vice President and Manager, Construction Management	3480 Buskirk Avenue Pleasant Hill, CA 94523

J. Lynn Hartford	Vice President and Manager, Pasadena	150 Annoyo Parkway P.O. Box 7103 Pasadena, CA 91109
Lyle N. Hoag	Vice President	723 S Street Sacramento, CA 95814
Charles W. Holbrook	Vice President, Personnel and Administration	3480 Buskirk Avenue Pleasant Hill, CA 94523
Daniel N. Lempres (D)	Attorney at Law Lempres & Wulfsberg	Kaiser Center 300 Lakeside Dr., 18th Floor Oakland, CA 94612
Robert L. Mills	Vice President and Assistant Manager, Pleasant Hill	3480 Buskirk Avenue Pleasant Hill, CA 94523
Allen Noyes	Vice President and Chief Financial Officer, Secretary	3480 Buskirk Avenue Pleasant Hill, CA 94523
Denis O'Malley	Vice President and Manager, Dallas-Fort Worth	Suite 230 611 Ryan Plaza Drive Arlington, TX 76011
Charles E. Rambo	Vice President and Manager, Marine Sciences and Engrg.	3480 Buskirk Avenue Pleasant Hill, CA 94523
James G. Smith	Vice President and Manager, Atlanta	Suite 117 30 Perimeter Center East Atlanta, GA 30346
Hilary M. Theisen	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Warren R. Uhte	Vice President	3480 Buskirk Avenue Pleasant Hill, CA 94523
Jack Warburton	Vice President and Manager, Seattle	100 West Harrison Street Seattle, WA 98119
James A. Yost	Vice President and Manager, Sacramento	723 S Street Sacramento, CA 95814

Filing fee: \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

CORPORATE ID 21443

Annual Report for the year 1985

FIRST: The name of the corporation is **BROWN AND CALDWELL, INC.**

SECOND: It is incorporated under the laws of California
Engineering Services

THIRD: Character of business, briefly stated, is

FOURTH: If foreign corporation, address of its principal office

3480 Buskirk Ave, Pleasant Hill, California 94523

FIFTH: Business address in Rhode Island

CT Corporation, 111 Westminster St., Providence, R.I. 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
Richard C. Aberley	Director	3480 Buskirk Ave, Pleasant Hill, Ca.
Eric F. Mische	Director	3480 Buskirk Ave. Pleasant Hill, Ca.
Dan P. Norris	Director	3480 Buskirk Ave., Pleasant Hill, Ca.
Theodore V. Lutge	President	3480 Buskirk Ave., Pleasant Hill, Ca.
Lester B. Dunlap	Vice President	3480 Buskirk Ave., Pleasant Hill, Ca.
Allen Noyes	Secretary	3480 Buskirk Ave., Pleasant Hill, Ca.
Allen Noyes	Treasurer	3480 Buskirk Ave., Pleasant Hill, Ca.

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000,000	A		without par value
1,000,000	B		without par value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
263,645	A		without par value
33,949	B		without par value

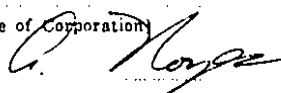
Dated:

3/15 1985

Brown and Caldwell

(Name of Corporation)

By



Title Vice President

RECEIVED MAR 1985

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent,
Form #9 must be filed. Please contact Corporation Division for information. 277-3040

Filing fee: \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1984

FIRST: The name of the corporation is BROWN AND CALDWELL

SECOND: It is incorporated under the laws of CALIFORNIA

THIRD: Character of business, briefly stated, is ENGINEERING SERVICES

FOURTH: If foreign corporation, address of its principal office
3480 BUSKIRK AVE., PLEASANT HILL, CA. 94523

FIFTH: Business address in Rhode Island (blank reports will be mailed to this
address) C.T. CORPORATION
111 WESTMINSTER STREET, PROVIDENCE, R.I. 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
<u>T. V. LUTGE</u>	<u>Director</u>	
<u>L. B. DUNLAP</u>	<u>Director</u>	
<u>R. C. ABERLEY</u>	<u>Director</u>	
<u>T. V. LUTGE</u>	<u>President</u>	
<u>L. B. DUNLAP</u>	<u>Vice President</u>	
<u>A. NOYES</u>	<u>Secretary</u>	
<u>A. NOYES</u>	<u>Treasurer</u>	

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>1,000,000</u>	<u>A</u>	<u>-</u>	<u>NO PAR VALUE</u>
<u>1,000,000</u>	<u>B</u>	<u>-</u>	<u>NO PAR VALUE</u>

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>263,645</u>	<u>A</u>	<u>-</u>	<u>NO PAR VALUE</u>
<u>33,949</u>	<u>B</u>	<u>-</u>	<u>NO PAR VALUE</u>

Dated: 3/1

1984

BROWN AND CALDWELL
(Name of Corporation)

MAR 22 1984

By

Title VICE PRESIDENT

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent,
Form #9 must be filed. Please contact Corporation Division for information. 277-3040