

SECOND AMENDMENT
TO
AGREEMENT BETWEEN
THREE RIVERS LEVEE IMPROVEMENT AUTHORITY
AND
BENDER ROSENTHAL, INC.

THIS SECOND AMENDATORY AGREEMENT is made and entered into this 16th day of May 2006, by and between the THREE RIVERS LEVEE IMPROVEMENT AUTHORITY ("TRLIA"), a Joint Powers Authority, TRLIA and BENDER ROSENTHAL, INC. ("SUB CONSULTANT")

RECITALS:

WHEREAS, TRLIA and SUB CONSULTANT entered into a agreement to provide basic services dated March 1, 2005, ("AGREEMENT");

WHEREAS, TRLIA and SUB CONSULTANT entered into the first Amendatory Agreement to provide basic services dated March 1, 2006.

WHEREAS, Attachment B.1 of the AGREEMENT, state that modifications or amendments to the terms of the AGREEMENT shall be in writing and executed by both parties;

WHEREAS, the TRLIA and CONTRACTOR desire to amend the Agreement;

NOW, THEREFORE, the TRLIA and CONTRACTOR agree as follows:

1. Exhibit A of the AGREEMENT shall be amended to perform those additional services described in Exhibit A attached to this SECOND AMENDMENT.
2. Article 4 of the AGREEMENT shall be revised to increase the price ceiling for basic services by \$469,303 from \$1,247,878.00 to: \$1,717,181.00. ✓ *AMA 5/16/06*
3. Article 2 of the AGREEMENT shall be revised to extend the "TERM" of the contract from May 30, 2006 to June 30, 2007.

All other terms and conditions contained in the Agreement shall remain in full force and effort.

This Amended agreement is hereby executed on this 16th day of May 2006.

"TRLIA"

"SUB CONSULTANT"

BY: Richard E. Webb
"THREE RIVERS LEVEE
IMPROVEMENT AUTHORITY"

BY: *[Signature]*
"BENDER ROSENTHAL, INC."

APPROVED AS TO FORM,

[Signature]

BENDER ROSENTHAL, INC.

COMMERCIAL VALUATION AND RIGHT OF WAY SERVICES

April 21, 2006

Mr. Ric Reinhardt, P.E.
Three Rivers Levee Improvement Authority
C/O MBK Engineers
2459 Alhambra Blvd., Second Floor
Sacramento, CA 95817

RE: Three Rivers Levee Improvements – Right of Way Acquisition – Feather River

Dear Mr. Reinhardt:

Bender Rosenthal, Inc. (BRI) is pleased to submit this scope for Right of Way Acquisition for Phase 4 of the TRLIA project. We are pleased to include Cooper Thorne & Associates (CTA) on our team for Right of Way Engineering and Plat and Legal services.

The attached proposal is based on our knowledge of the project / real estate market gained as your consultant over the last year and during various team meetings regarding the phase 4 projects. It outlines our understanding of your needs, plus our approach in continuing to meet those needs.

The proposal includes eleven areas of the right of way process that may be required for the project to succeed. They include:

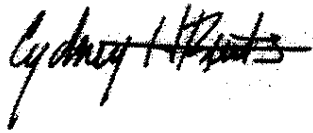
1. Right of Way (ROW) Planning and Management
2. Rights of Entry for Environmental and Geotechnical Work
3. Right of Way Engineering (Land Net)
4. Plats and Legals / ROW Field Staking
5. Appraisals
6. Appraisal Review
7. Acquisition
8. Relocation Assistance
9. Title and Escrow Support
10. Condemnation Support
11. Construction Support

BRI offers full service multi-dimensional Right of Way / Real Estate services under one roof, with experience second to none. The appraisal staff includes, in addition to the two principals, another MAI-designated appraiser and a six-person research and support staff. An additional ten person staff specialize in right-of-way acquisition and relocation activities. All staff are fully licensed to meet federal, state, and local requirements. Experience on prior projects similar to yours provides a full understanding of the project development process.

Mr. Ric Reinhardt, P.E.
Three Rivers Levee Improvement Authority
April 21, 2006
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The scope of the proposal covers all the major real estate issues facing the project. It includes a schedule of how we propose to proceed and a detailed staffing plan to meet that schedule. Both Bob Morrison and myself are available to discuss the proposal with you. Please let us know what else we can do to provide you assistance.

Sincerely



CYDNEY G. BENDER REENTS, MAI
President

Cc: Ric Reinhardt / Larry Dacus - MBK Engineers
Ani Bhattacharyya - TRLIA
Kevin Heeney - CTA