

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

THIS NINTH AMENDATORY AGREEMENT is made and entered into this 15th day of February 2011 by and between the THREE RIVERS LEVEE IMPROVEMENT AUTHORITY ("TRLIA"), a Joint Powers Authority, and BENDER ROSENTHAL, INC. ("CONSULTANT")

RECITALS:

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

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

WHEREAS, TRLIA and CONSULTANT entered into the second Amendatory Agreement to provide basic services dated May 16, 2006.

WHEREAS, TRLIA and CONSULTANT entered into the third Amendatory Agreement to provide basic services dated September 26, 2006.

WHEREAS, TRLIA and CONSULTANT entered into the fourth Amendatory Agreement to provide basic services dated January 16, 2007.

WHEREAS, TRLIA and CONSULTANT entered into the fifth Amendatory Agreement to provide basic services dated February 6, 2007.

WHEREAS, TRLIA and CONSULTANT entered into the sixth Amendatory Agreement to provide basic services dated March 27, 2007.

WHEREAS, TRLIA and CONSULTANT entered into the seventh Amendatory Agreement to provide basic services dated August 19, 2008.

WHEREAS, TRLIA and CONSULTANT entered into the eighth Amendatory Agreement to provide basic services dated June 16, 2009.

WHEREAS, Provision D.24 of the AGREEMENT, states that modifications or amendments to the terms of the AGREEMENT shall be in writing and executed by both parties;

WHEREAS, TRLIA and CONSULTANT desire to amend the Agreement:

NOW, THEREFORE, TRLIA and CONSULTANT agree as follows:

1. Article 2 of the AGREEMENT shall be revised to extend the Termination Date of the agreement to December 31, 2011.
2. Exhibit A of the AGREEMENT shall be amended to perform those additional services described in Exhibit 1 attached to this ninth AMENDMENT.
3. Article 3 and Provision B.1 of the AGREEMENT shall be revised to increase the price ceiling for basic services by \$538,000 from: \$4,347,771 to \$4,885,771.

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

FEB. This Amendatory agreement is hereby executed on this 15th day of 2011.

**THREE RIVERS LEVEE
IMPROVEMENT AUTHORITY**

BY:

Paul G. Brunner
Paul G. Brunner, Executive Director

BENDER ROSENTHAL, INC.

BY:

Bob Morrison
Bob Morrison, Vice-President

APPROVED AS TO FORM,

Andrea P. Clark
ANDREA CLARK
TRLIA General Counsel

EXHIBIT 1

SCOPE OF SERVICES AMENDMENT 9 February 8, 2011

Bender Rosenthal, Inc.(BRI) began working with TRLIA in March 2005, and continues to enjoy being a part of the TRLIA Team. BRI is currently working with TRLIA on a number of right of way projects. Those projects include:

1. Upper Yuba Levee Improvement Project
2. Feather River – Segment 1 Toe Access Corridor
3. Feather River – Segment 3 Toe Access Corridor
4. Upper Bear / WPIC Toe Access Corridor
5. Feather River Setback Land Transfer
6. Bear River Setback Land Transfer
7. Lower Yuba Toe Access Corridor & Land Transfer

BRI's contract with TRLIA expired on December 31, 2010. The remaining budget as of January 1, 2011, is \$38,144.67. The revised scope of work for right of way services associated with the current tasks requested of BRI cannot be completed within the remaining budget. Below is a discussion of the additional services and budget requested for each of the tasks listed above.

1. Upper Yuba Levee Improvement Project (UYLIP)

The right of way phase of the project will extend well into 2011. The number of parcels initially identified to acquire within the original contract was 26 parcels. That number has increase to 47 parcels. The original budget amount is \$569,000. The scope of services within the UYLIP contract includes:

1. Right of Way (ROW) Planning and Management
- 1A. DWR Coordination
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

The estimate to complete the remaining work on the UYLIP is \$103,000.

2. Feather River – Segment 1 Toe Access Corridor

The initial scope of work for this project included acquiring rights from 3 owners for construction. As part of the project close out, the team identified that the CVFPB permit requires a 50' corridor for operation and maintenance. This will require right of way acquisition for a toe access corridor from up to 3 property owners.

Task estimate is \$45,000 to negotiate with the owners and tenants.

3. Feather River – Segment 3 Toe Access Corridor

The initial scope of work for this project included acquiring rights from 10 parcels. As part of the project close out, the team identified 55 property owner fences encroaching onto TRLIA / RD 784 right of way. In addition, right of way acquisition for a toe access corridor may be required from up to 4 parcels.

BRI will need to negotiate with the owners and tenants of the 55 parcels; appraise and acquire any additional right of way for the toe access corridor, and coordinate with DWR for reimbursement

Task estimate is \$150,000 to accomplish this task

4. Upper Bear / WPIC Toe Access Corridor

The initial scope of work for this project included acquiring rights from 10+ parcels for construction, and did not require TRLIA to transfer the property to DWR. As part of the project close out, the team identified that the CVFPB permit requires TRLIA acquire a corridor for operation and maintenance. This will require right of way acquisition for a toe access corridor from up to 5 property owners along the WPIC and 2 property owners along the Upper Bear River. In addition, TRLIA will need to transfer the newly acquired rights to DWR.

Task estimate is \$105,000 to negotiate with the owners and tenants.

5. Feather River Setback Land Transfer

No Change

6. Bear River Setback Land Transfer

Bender Rosenthal is working with the California Department of Water Resources and California Fish and Game to determine who should become the final fee owner of the Bear River Setback area, and how that transfer should take place. Tasks include multiple meetings, a real estate plan to DWR, final accounting packages for each parcel, developing metes and bounds descriptions of each of the environmentally sensitive areas (not included in our scope), developing the transfer documents, and opening escrow. There are 10+ parcels that need to be transferred.

Task estimate is \$35,000 to negotiate with the owners and tenants.

7. Lower Yuba Toe Access Corridor & Land Transfer

The initial scope of work for this project included acquiring rights from 10+ parcels for construction, and did not require TRLIA to transfer the property to DWR. As part of the project close out, the team identified that the CVFPB permit requires TRLIA acquire a corridor for operation and maintenance. This will require right of way acquisition for a toe access corridor from up to 5 property owners. In addition, TRLIA will need to transfer their existing rights to DWR on 10+ parcels. TRLIA may identify the need to acquire property from up to an additional 35 residential properties in a subdivision between the UPRR and Simpson Lane. Final acquisition in this subdivision has not been determined and BEI has not established a budget for acquisition in the subdivision.

Task estimate is \$100,000 to negotiate with the owners and tenants. This effort does not include any acquisition from the subdivision between UPRR and Simpson Lane.

The existing contract will be amended to extend the contract to December 31, 2011, and increase the budget by \$538,000 to a total not to exceed \$4,885,771.