

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

THIS TENTH AMENDATORY AGREEMENT is made and entered into this 10th day of February 2012 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, TRLIA and CONSULTANT entered in the ninth Amendatory Agreement to provide basic services dated February 15, 2011.

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, 2013.

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

This Amendatory agreement is hereby executed on this 10th day of February 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:

Scott L. Shapiro

**SCOTT L. SHAPIRO
TRLIA, General Counsel**