

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

THIS ELEVENTH AMENDATORY AGREEMENT is made and entered into this 18th day of December 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 into the ninth Amendatory Agreement to provide basic services dated February 15, 2011.

WHEREAS, TRLIA and CONSULTANT entered into the tenth Amendatory Agreement to provide basic services dated February 10, 2012.

WHEREAS, Provision B.1 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 "TERM" of the agreement to December 31, 2013.
2. Exhibit A of the AGREEMENT shall be amended to perform those additional services described in Exhibit 1 attached to this eleventh AMENDMENT.
3. Article 4 and Provision B.1 of the AGREEMENT shall be revised to increase the price ceiling for basic services by \$498,550 from: \$4,885,771 to \$5,384,321.

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

This Amended agreement is hereby executed on this ____ day of DEC 18 2012.

**THREE RIVERS LEVEE
IMPROVEMENT AUTHORITY**

BY:

Paul G. Brunner
Paul G. Brunner, Executive Director

BENDER ROSENTHAL, INC.

BY:

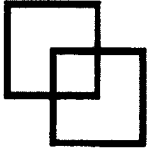
Bob Morrison
Bob Morrison, Vice-President

**ATTEST:
DONNA STOTTEMEYER
CLERK OF THE BOARD OF DIRECTORS**

**APPROVED AS TO FORM:
SCOTT L. SHAPIRO
GENERAL COUNSEL**

Donna Stottmeyer

Scott L. Shapiro



**BENDER
ROSENTHAL, INC.**

COMMERCIAL VALUATION AND RIGHT OF WAY SERVICES

4400 Auburn Boulevard, Suite 102
Sacramento, CA 95841
main: 916.978.4900 • fax: 916.978.4904
www.benderrosenthal.com

November 30, 2012

Paul Brunner, PE, Executive Director
Three Rivers Levee Improvement Authority
1114 Yuba Street, Suite 218
Marysville, CA 95901

RE: Bender Rosenthal, Inc. Contract Amendment Number 11

Dear Mr. Brunner:

Please accept this letter as Bender Rosenthal, Inc.'s (BRI) request for an amendment to our contract with TRLIA for Right of Way Services.

Bender Rosenthal, Inc began working with TRLIA in March 2005, and continues to enjoy being a part of the TRLIA Team. We are 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

In February 2012, BRI's contract with TRLIA was extended to December of 2013. The budget was not updated in order to determine the workload necessary to complete the right of way phase for each of the seven project listed above. The discussion below outlines the project needs to complete the right of way portion of the TRLIA program.

1. *Upper Yuba Levee Improvement Project (UYLIP)*

The right of way phase of the project will extend well into 2013. 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. In February 2011, the budget was increased by \$103,000 mainly for management support. 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

Attachment A lists the budget increase for each task due to the parcel acquisition increase and for the scope of work necessary to complete the right of way phase of the project. We respectively request an increase of \$386,000 for the UYLIP project.

2. *Feather River – Segment 1 Toe Access Corridor*

We request an increase of \$5,250 to continue negotiations with the three owners.

3. *Feather River – Segment 3 Toe Access Corridor*

In February 2011, TRLIA approved a budget increase of \$150,000 to negotiate with the owners and tenants of the 55 parcels for a DWR granted easement to the owner; appraise and acquire additional right of way for the toe access corridor from up to 4 property owners, and coordinate with DWR for reimbursement.

The scope of the appraisal acquisition increased from 4 to 14 owners. (Steward, Linda County Water, Wilbur, Smith, E-Street, Mix, Roth, Capital Loans, Tindel, Salvation Army, Miller, Adams, Wessels). This equals an increase of \$79,100.

4. *Upper Bear / WPIC Toe Access Corridor*

No Change

5. *Feather River Setback Land Transfer*

*Mr. Brunner
Three Rivers Levee Improvement Authority
November 30, 2012
Page 3*

Coordination efforts continue. DWR has not published their final land transfer requirements and recently finalized their expectations for Final Accounting Packages. To ensure a timely transfer, BRI is meeting with DWR on a monthly basis to resolve any issues. We request an increase of \$28,200 to cover this extra effort.

6. *Bear River Setback Land Transfer*

No Change

7. *Lower Yuba Toe Access Corridor & Land Transfer*

No Change. The current effort does not include any acquisition from the subdivision between UPRR and Simpson Lane.

Conclusion

We request a contract a contract budget amendment of \$498,550

We have enjoyed working on this important levee improvement project, and look forward to seeing the project through to completion

Sincerely,



Bob Morrison, PE, PMP
Vice President

Task 1 - Right of Way (ROW) Planning and	720	175		320	175		360	175		\$56,000			\$63,000
Task 1A - DWR Coordination Efforts	480	130		478	130		480	130		\$62,140			\$62,400
Task 2 - Rights of Entry for Environmental and	35	500											
Task 3 - Right of Way Engineering (35 parcels)	35	900		21	900		21	900		\$18,900			\$18,900
Task 4 - Plats and Legals / ROW Field Staking													
Plats/Legals	850	26					850	21					\$17,850
Staking	500	26					500	21					\$10,500
Task 5 - Appraisals	4500	26					4500	21					\$94,500
Task 6 - Appraisal Review(Optional Task)													
Task 7 - Acquisition	3500	26					3500	21					\$73,500
Task 8 - Relocation Assistance	8500	4					8500	2		(\$34,000)			\$17,000
Task 9 - Title and Escrow Support	800	26					800	21					\$16,800
Task 10 - Condemnation Support	1200	5											\$0
Direct Expenses													
35 title reports @ \$550/ea	550	35					550	12					\$6,600
mileage, color prints, etc.													\$4,950
Total										\$103,040			\$386,000

Task 1 - Right of Way (ROW) Mgmt	\$175	78	\$13,650			
Task 1A - DWR Coordination Efforts	\$130	78	\$10,140			
Task 2 - Rights of Entry for Environmental and						
Task 3 - Right of Way Engineering (35 parcels)						
Task 4 - Plats and Legals / ROW Field Staking						
Plats/Legals						
Staking						
Task 5 - Appraisals	\$2,500	3	\$7,500			
Task 6 - Appraisal Review(Optional Task)						
Task 7 - Acquisition (Real Property Rights)	\$3,000	3	\$9,000	\$1,750	3	\$5,250
Task 8 - Relocation Assistance						
Task 9 - Title and Escrow Support	\$800	3	\$2,400			
Task 10 - Condemnation Support						
Direct Expenses						
title reports	\$550	3	\$1,650			
mileage, color prints, etc..			\$660			
Total			\$45,000			\$5,250

Task 1 - Right of Way (ROW) Mgmt	\$175	120	\$21,000				
Task 1A - DWR Coordination Efforts	\$130	120	\$15,600	\$130	120		\$15,600
Task 2 - Rights of Entry for Environmental and							
Task 3 - Right of Way Engineering (35 parcels)							
Task 4 - Plats and Legals / ROW Field Staking							
Plats/Legals							
Staking							
Task 5 - Appraisals	\$2,500	4	\$10,000	\$2,500	10		\$25,000
Task 6 - Appraisal Review(Optional Task)							
Task 7 - Acquisition (DWR Easements)	\$1,000	55	\$55,000				
Task 7 - Acquisition (Real Property Rights)	\$3,000	4	\$12,000	\$2,500	10		\$25,000
Task 8 - Relocation Assistance							
Task 9 - Title and Escrow Support	\$800	4	\$3,200	\$800	10		\$8,000
Task 10 - Condemnation Support							
Direct Expenses							
59 title reports @ \$550/ea	\$550	59	\$32,450	\$550	10		\$5,500
mileage, color prints, etc..			\$750				
Total			\$150,000				\$79,100

Task 1 - Right of Way (ROW) Mgmt	\$175	80	\$14,000	
Task 1A - DWR Coordination Efforts	\$130	240	\$31,200	
Task 2 - Rights of Entry for Environmental and				
Task 3 - Right of Way Engineering (35 parcels)				
Task 4 - Plats and Legals / ROW Field Staking				
Plats/Legals				
Staking				
Task 5 - Appraisals	\$3,500	7	\$24,500	
Task 6 - Appraisal Review(Optional Task)				
Task 7 - Acquisition (Real Property Rights)	\$3,000	7	\$21,000	
Task 8 - Relocation Assistance				
Task 9 - Title and Escrow Support	\$800	7	\$5,600	
Task 10 - Condemnation Support				
Direct Expenses				
title reports	\$550	7	\$3,850	
mileage, color prints, etc..			\$4,850	
Total			\$105,000	

Task 1 - Right of Way (ROW) Mgmt	\$175	80	\$14,000
Task 1A - DWR Coordination Efforts	\$130	100	\$13,000
Task 2 - Rights of Entry for Environmental and			
Task 3 - Right of Way Engineering (35 parcels)			
Task 4 - Plats and Legals / ROW Field Staking			
Plats/Legals			
Staking			
Task 5 - Appraisals			\$0
Task 6 - Appraisal Review(Optional Task)			
Task 7 - Acquisition (Real Property Rights)			\$0
Task 8 - Relocation Assistance			
Task 9 - Title and Escrow Support			\$0
Task 10 - Condemnation Support			
Direct Expenses			
title reports			\$0
mileage, color prints, etc.			\$1,200
Total			\$28,200

Task 1 - Right of Way (ROW) Mgmt	\$175	48	\$8,400		
Task 1A - DWR Coordination Efforts	\$130	200	\$26,000		
Task 2 - Rights of Entry for Environmental and					
Task 3 - Right of Way Engineering (35 parcels)					
Task 4 - Plats and Legals / ROW Field Staking					
Plats/Legals					
Staking					
Task 5 - Appraisals	\$3,500		\$0		
Task 6 - Appraisal Review(Optional Task)					
Task 7 - Acquisition (Real Property Rights)	\$3,000		\$0		
Task 8 - Relocation Assistance					
Task 9 - Title and Escrow Support	\$800		\$0		
Task 10 - Condemnation Support					
Direct Expenses					
title reports	\$550		\$0		
mileage, color prints, etc..			\$600		
Total			\$35,000		

Task 1 - Right of Way (ROW) Mgmt	\$175	72	\$12,600	
Task 1A - DWR Coordination Efforts	\$130	360	\$46,800	
Task 2 - Rights of Entry for Environmental and				
Task 3 - Right of Way Engineering (35 parcels)				
Task 4 - Plats and Legals / ROW Field Staking				
Plats/Legals				
Staking				
Task 5 - Appraisals	\$3,500	5	\$17,500	
Task 6 - Appraisal Review(Optional Task)				
Task 7 - Acquisition (Real Property Rights)	\$3,000	5	\$15,000	
Task 8 - Relocation Assistance				
Task 9 - Title and Escrow Support	\$800	5	\$4,000	
Task 10 - Condemnation Support				
Direct Expenses				
title reports	\$550	5	\$2,750	
mileage, color prints, etc..			\$1,350	
Total			\$100,000	