

FIRST AMENDMENT
TO
AGREEMENT BETWEEN
THREE RIVERS LEVEE IMPROVEMENT AUTHORITY
AND
DAVID T. WILLIAMS & ASSOCIATES, ENGINEERS, LLC

THIS FIRST AMENDATORY AGREEMENT is made and entered into this 16th day of November 2010, by and between the THREE RIVERS LEVEE IMPROVEMENT AUTHORITY, a Joint Powers Authority, ("TRLIA") and DAVID T. WILLIAMS & ASSOCIATES, ENGINEERS, LLC. ("CONSULTANT").

RECITALS:

WHEREAS, TRLIA and CONSULTANT entered into an agreement to provide Engineering and Surveying Services dated September 15, 2009 ("AGREEMENT");

WHEREAS, Article C.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;

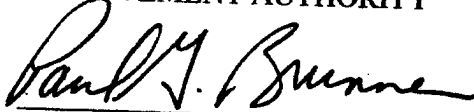
NOW, THEREFORE, TRLIA and CONSULTANT agree as follows:

- 1. Operative Provision 2 of the AGREEMENT is amended to extend the Termination Date from December 31, 2010 to December 31, 2011.

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

This AMENDED AGREEMENT is hereby executed on this 16th day of November 2010.

THREE RIVERS LEVEE
IMPROVEMENT AUTHORITY

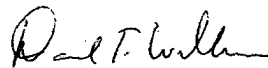


Paul G. Brunner
Executive Director

ATTEST:
DONNA STOTTEMEYER,
SECRETARY



DAVID T. WILLIAMS & ASSOCIATES,
ENGINEERS, LLC



David T. Williams
President

APPROVED AS TO FORM:
SCOTT L. SHAPIRO

THREE RIVERS LEVEE IMPROVEMENT
AUTHORITY GENERAL COUNSEL

