

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

THIS SECOND AMENDATORY AGREEMENT is made and entered into this 17 day of JAN, 2012, 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, a FIRST AMENDATORY AGREEMENT, executed November 16, 2010, extended the contract termination date to December 31, 2011; and

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;

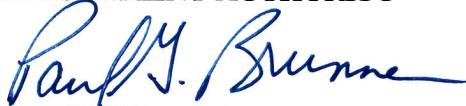
NOW, THEREFORE, TRLIA and CONSULTANT agree as follows:

1. Operative Provision 2 of the AGREEMENT shall be revised to change the Termination Date from December 31, 2011 to December 31, 2012.

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

This AMENDED AGREEMENT is hereby executed on this 17 day of JAN 2012.

THREE RIVERS LEVEE
IMPROVEMENT AUTHORITY




Paul G. Brunner
Executive Director

ATTEST:
DONNA STOTTLEMEYER,
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

