

AMENDMENT NO. 2

AGREEMENT FOR PROFESSIONAL SERVICES
FOR
ENGINEERING SERVICES
BETWEEN
THREE RIVERS LEVEE IMPROVEMENT AUTHORITY AND
CTA ENGINEERING AND SURVEYING

THIS SECOND AMENDATORY AGREEMENT is made effective February 15, 2011, by and between Three Rivers Levee Improvement Authority ("TRLIA") and CTA Engineering and Surveying ("the Consultant"), who agree as follows:

1. **Recitals.** This Amendment is made with reference to the following background recitals:
 - 1.1. Effective March 2, 2010 the parties entered into an Agreement for Professional Services relating to Surveying Services for TRLIA's Construction Program.
 - 1.2. Effective August 3, 2010 the parties entered into the first Amendatory Agreement.
 - 1.3. 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;
 - 1.4. TRLIA and the CONSULTANT desire to amend the AGREEMENT;

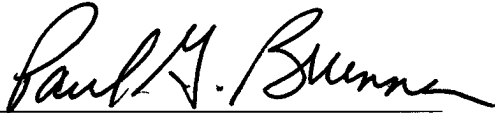
NOW, THEREFORE, TRLIA and the CONSULTANT agree as follows.

2. **Second Amendment to Agreement.** The Professional Services Agreement is hereby amended as follows:
 - 2.1. The scope of services (Attachment A to the Agreement for Professional Services between TRLIA and CTA.) is amended by the addition of effort to the original tasks described in the scope of services attached to this amendment agreement, Exhibit 1.
 - 2.2. The payment, budget, and not-to-exceed amounts, Condition B.1 in Attachment B to the Agreement for Professional Services between TRLIA and CTA Engineering and Surveying, are amended to include the additional amount of \$75,000 for a total contract amount of \$137,000.

3. **No Effect on Other Provisions.** Except for the amendments in Section 2, the remaining provisions of the Professional Services Agreement shall be unaffected and remain in full force and effect.

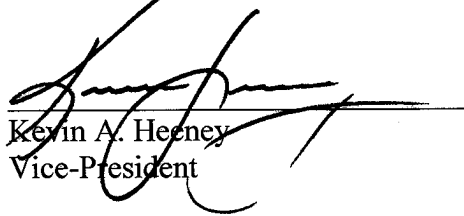
IN WITNESS WHEREOF, the parties hereto have executed this Agreement on
FEBRUARY 15, 2011.

THREE RIVERS LEVEE
IMPROVEMENT AUTHORITY



Paul G. Brunner
Executive Director

CTA ENGINEERING AND
SURVEYING



Kevin A. Heeney
Vice-President

ATTEST:
DONNA STOTTEMEYER
CLERK OF THE BOARD OF DIRECTORS



APPROVED AS TO FORM:
SCOTT L. SHAPIRO
GENERAL COUNSEL



EXHIBIT 1

CTA ENGINEERING AND SURVEYING SCOPE OF WORK TOE ACCESS CORRIDOR ACQUISITIONS

TRLIA has need for surveying services in defining additional acquisitions needed to provide toe access corridors as prescribed in a series of encroachment permits from the Central Valley Flood Protection Board for TRLIA levee repairs. These efforts will occur along the following levee reaches:

- WPIC West Levee
- Upper (Above Bear Setback Levee) Bear North Levee
- Feather East Levee Segment 1
- Feather East Levee Segment 3
- Lower (Highway 70 to Simpson Lane) Yuba South Levee

Tasks to be accomplished will consist of:

- Developing land nets showing parcel lines and owners
- Developing exhibits showing acquisition lines
- Staking in the field to show acquisition lines
- Developing plats and legals for acquisition negotiations and filings

Cost estimate for these efforts is \$75,000