

FIFTH AMENDMENT
TO
AGREEMENT BETWEEN
THREE RIVERS LEVEE IMPROVEMENT AUTHORITY
AND
PBS&J (Formerly EIP ASSOCIATES)

THIS FIFTH AMENDATORY AGREEMENT is made and entered into this 16 day of JUNE 2009, by and between THREE RIVERS LEVEE IMPROVEMENT AUTHORITY, a Joint Powers Authority, ("AUTHORITY") and PBS&J Inc., ("CONTRACTOR").

RECITALS:

WHEREAS, the AUTHORITY and the CONTRACTOR entered into an agreement to provide Environmental Project Management Services dated February 7, 2006 ("AGREEMENT");

WHEREAS, Article 16 of the AGREEMENT, states that modifications or amendments to the terms of the AGREEMENT shall be in writing and executed by both parties;

WHEREAS, the AUTHORITY and CONTRACTOR desire to amend the AGREEMENT;

NOW, THEREFORE, the AUTHORITY and CONTRACTOR agree as follows:

1. Article 2 of the AGREEMENT shall be revised to extend the termination date from November 30, 2008 to December 31, 2011.
2. Attachment B, Article B-1 shall be revised to change the maximum not to exceed from Six Hundred Seventy Thousand Eight Hundred and Ten Dollars (\$670,810) to Nine Hundred Fifty Four Thousand Three Hundred and Eighty Dollars (\$954,380).

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

This AMENDED AGREEMENT is hereby executed on the 16 day of JUNE 2009.

AUTHORITY

By: Paul M. Brunner
"THREE RIVERS LEVEE
IMPROVEMENT AUTHORITY"

CONTRACTOR

By: [Signature]
"PBS&J"

APPROVED AS TO FORM:
ANDREA CLARK

THREE RIVERS LEVEE
IMPROVEMENT AUTHORITY
COUNSEL

Andrea P. Clark

PBS&J SCOPE OF WORK
For
Three Rivers Levee Improvement Authority (TRLIA)
May 2009- December 2011

PBS&J has provided environmental program management services to the Authority since 2006 and has been active in all major project phases. PBS&J has managed several large-scale mitigation strategies for TRLIA which includes both onsite and offsite mitigation and, active and passive restoration in accordance with permit compliance and the eventual conveyance of restored properties back to the State of California. PBS&J looks to continue these endeavors for ongoing and future project phases. In undertaking this assignment, PBS&J will report directly to the TRLIA Executive Director.

The purpose of the continuing environmental program management services will be to:

- Coordinate and manage the efforts of TRLIA's current consultant team related to environmental documentation and permitting processes;
- Review administrative draft documents;
- Provide strategic environmental permitting guidance to TRLIA and the consultant teams; and
- Represent TRLIA in negotiation with regulatory agencies, as appropriate.

PBS&J will continue a non-biased working relationship with TRLIA's other environmental consultants and serve and as a neutral peer for the following services (consistent with the levels of effort identified in the attached draft budget):

Task 1.0 Project Environmental Team Management and Coordination

PBS&J will provide services to coordinate and lead the development and execution of permitting strategies that support meeting the established goals and schedules of the TRLIA engineering and design teams. These teams will be defined by the Executive Director under the direction of the TRLIA Board on a per project phase basis. These services may include, but may not be limited to, the following tasks:

- Participation in weekly team management meetings;
- Participation in monthly contractor meetings;
- Management of weekly (or as appropriate) environmental team meetings or coordination of environmental construction awareness meetings;
- Provision of regular briefings to the Executive Director;
- Attendance at TRLIA Board meetings, as appropriate;
- Review and comment on draft documents prepared by the TRLIA environmental consultant teams;
- Review and comment on environmental documents associated with TRLIA activities;
- Coordination of mitigation strategies and related agency negotiations; or
- Representation of TRLIA in regulatory agency meetings, as appropriate.

Task 2.0 Environmental Management for DFG Proposition 13 Award & the DWR Prop 1E Awards

PBS&J will provide services for continued management of the Department of Fish and Game's Proposition 13 award to TRLIA. These services include the following tasks:

- Completion of 2008 Grant Award Amendment final audit and summary report;
- Invoicing responsibilities for remainder of 08 Grant;
- DFG and other agency coordination
- Provision of on-going monitoring reports as required in TRLIA's Prop 13 grant awards and Phase 2, & 3 biological opinions and 2081 permits.

PBS&J will continue to provide services to assist in managing the environmental revenue and cash flow related to the TRLIA 08 award of Proposition 1E funds and for the current Proposition 1E Application for the Feather River Site 2 Erosion and Upper Yuba River levee Project. These services include, but may not be limited to, the following tasks:

- Coordination of restoration strategies between land owners, DWR, and TRLIA;
- Participation in regular management meetings between DWR and TRLIA;
- Development, design, and coordination for restoration area within the Feather Setback;
- Development of active and passive agricultural practices for incorporation with the Feather Setback restoration site
- Provision of on-going monitoring reports as required in TRLIA's Prop 1E awards and Prop 1E biological opinions and 2081 permits.

Task 3.0 Completion of the Conservation Easements for Bear and Feather Setback Restoration Areas

PBS&J will provide services for continued development of the Bear River Setback restoration area conservation easement and for the upcoming Feather Setback restoration area. These services include, but may not be limited to, the following tasks:

- Agency and landowner partner coordination;
- Document preparation;
- Coordination with Yuba County, RD 784, DWR, DFG, TRLIA staff and property rights consultants for legal land transfer;
- Ensure environmental compliance on sites until legal transfer

Task 4.0 Environmental Escrow Account Management

PBS&J will provide continuing services for the management of TRLIA's remaining environmental escrow accounts for remaining compliance on the Bear River Setback and all new escrow accounts for the Feather River Setback. This includes those proffered by the Feather River HMMP and the Reclamation Plan. These services include the following tasks:

- Coordination between the DFG, USACoE and the US Fish and Wildlife Service for the partial disbursements of escrow;
- Coordination with US Bank and Yuba County to maintain an accurate and current escrow cash sheet;
- Escrow document preparation and transmission to and from TRLIA and US Bank

Task 5.0 Yuba River Project Oversight

PBS&J will provide environmental program oversight for TRLIA's efforts to repair the levee system between Highway 70 to the Yuba Goldfields. These tasks may include, but will not be limited to:

- Participation in weekly/monthly contractor meetings;
- Management of weekly (or as appropriate) environmental team meetings or coordination of environmental construction awareness meetings;
- Development and implementation lead on the Yuba County Habitat Conservation Plan for purposes of compliance with the Feather River Setback project and the Yuba project phase;
- Review and comment on draft documents prepared by the TRLIA environmental consultant teams;
- Review and comment on environmental documents associated with TRLIA activities;
- Coordination of mitigation strategies and related agency negotiations; or
- Representation of TRLIA in regulatory agency meetings, as appropriate.

Task 5.0 Miscellaneous Travel and ODC's including Printing

PBS&J will provide assistance in all types of document production when necessary; either as a result of duty or in the event that another environmental contractor becomes overloaded and is in need of assistance. PBS&J will also provide document production for the environmental compliance and summary reports, bi-annually, as a condition of TRLIA's permits with the DFG, USACoE, and US Fish and Wildlife Service.

STAFFING

Mr. Brian D. Boxer, AICP, will continue to serve as Principal-in-Charge and Project Director and Anja Raudabaugh will continue to serve as the Environmental Permitting Manager. As directed by the Executive Director, Anja Raudabaugh and/or Brian Boxer will participate in team meetings, will attend TRLIA Board meetings, and will represent TRLIA at public and other meetings. As appropriate, at the request of the Executive Director, PBS&J may occasionally use other PBS&J technical or support staff to provide supplementary technical or strategic information or to provide services more cost efficiently.

BUDGET

PRB&J will provide Environmental Program Management services on a time and materials basis. It is currently estimated that the average level of effort for Anja Raudabaugh will be approximately 30 hours per week, although there may be periods that involve greater levels or lesser levels of document review and other periods of intense effort in order to maintain schedule may require additional effort. Anja Raudabaugh's time will be billed at \$125 per hour; however this rate may be subject to change beyond 2009. Brian Boxer's time will be billed at \$250 per hour; however this rate may be subject to change beyond 2009. Other PBS&J staff time will be billed consistent with the attached Schedule of Standard Billing Rates. Direct expenses incurred in the course of provision of the above described services will be billed based on actual receipts plus PBS&J's standard administrative fee, as identified on the Schedule of Standard Billing Rates.

Three Rivers Levee Improvement Authority (TRLIA)
 PB&S&J Contract 5th Amendment May 2009-December 2011
 Budget Estimate

June 4, 2009

Job Classification	Project Manager	Associate Project Manager	Project Director	Hours Per Task	Cost Per Task								
Task 1	Anja Raudabaugh	Dave Beutkamp	Brian Boxer	Environmental Management									
				OC&M/MPA Document Oversight	120	40	80	240					
				Permits	60	40		120					
				Construction Meetings	200	16		200					
				Management Meetings	80			80					
				Task 1 Subtotal	600	96	80		\$ 97,770				
				Task 2				ODP#3 Preparation 10 and Prop 1E					
								Final Summary Report	16			4	
								Document Preparation	4				
								ODP#3 and Prop 1E On-Going Monitoring Reports	100			32	
Involve Agency Coordination	8							12					
Task 2 Subtotal	100	0		16	\$ 28,000								
Task 3				Observation Assessments - Bear and Feather River #13									
				Meetings	40		40	30					
				Document Preparation	100			45					
				Task 3 Subtotal	140	0	40		\$ 27,500				
Task 4				Environmental Review Accounts-MMP and SHARA									
				Meetings	40			22					
				Document Preparation and Execution	40			18					
				Task 4 Subtotal	140	0		21	\$ 16,000				
Task 5				Yuba River Project Oversight									
				Meetings	80		20	100					
				OC&M/MPA Document Oversight	160	40	40	165					
				Coordination Meetings	100			120					
				Yuba County HOP	120			140					
Task 5 Subtotal	400	40	100		\$ 79,800								
Task 6				Miscellaneous and ODC's									
				Travel and Printing Expenses					\$ 36,000				
Subtotal													
Total Hours				1018	96	120							
Hourly Rate				\$ 126	\$ 120	\$ 280							
Total BIP Labor				\$ 127,260	\$ 11,820	\$ 30,080	\$ 268,670						