

## AMENDMENT NO. 1

AGREEMENT FOR PROFESSIONAL SERVICES  
FOR  
ENGINEERING SERVICES  
BETWEEN  
THREE RIVERS LEVEE IMPROVEMENT AUTHORITY AND  
ENGEIO INCORPORATED

THIS FIRST AMENDATORY AGREEMENT is made effective August 7, 2012, by and between Three Rivers Levee Improvement Authority ("TRLIA") and ENGEIO Incorporated ("the Consultant"), who agree as follows:

1. **Recitals.** This Amendment is made with reference to the following background recitals:
  - 1.1. Effective December 1, 2011 the parties entered into an Agreement for Professional Services relating to Engineering Services for TRLIA's Construction Program.
  - 1.2. 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;
  - 1.3. TRLIA and the CONSULTANT desire to amend the AGREEMENT;

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

2. **First 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 ENGEIO) is amended by the addition of effort to the original tasks. These additional efforts are described in Exhibit 1 attached to this amendment agreement.
  - 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 ENGEIO Incorporated, are amended to include the additional amount of \$350,000 for a total contract amount of \$850,000.
  - 2.3. Operative Provision 2 is amended to extend the Termination Date of the contract from December 31, 2012 to June 30, 2013.

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 August 7, \_\_\_\_\_, 2012.

THREE RIVERS LEVEE  
IMPROVEMENT AUTHORITY



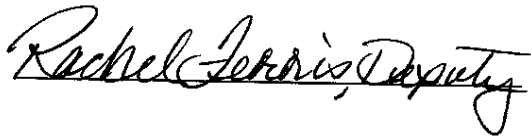
Paul G. Brunner  
Executive Director

ENGEO INCORPORATED

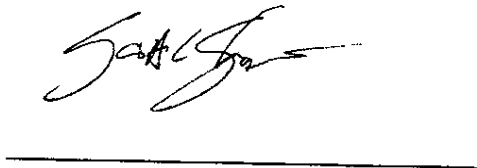


Josef Tootle, GE  
Principal

ATTEST:  
DONNA STOTTLEMEYER  
CLERK OF THE BOARD OF DIRECTORS



APPROVED AS TO FORM:  
SCOTT L. SHAPIRO  
GENERAL COUNSEL



Project No.  
**9389.000.000**

July 25, 2012

Mr. Paul Brunner  
Three Rivers Levee Improvement Authority  
1114 Yuba Street, Suite 218  
Marysville, CA 95901

Subject: Yuba Goldfields Geotechnical Evaluation  
Yuba County, California

**REQUEST FOR BUDGET INCREASE**

Dear Mr. Brunner:

As you know, we have been making good progress on the Yuba Goldfields Geotechnical Evaluation and are moving closer to final alternatives for 100-year certification. Since we are at approximately 90 percent of our allocated budget, we respectfully request a budget increase to cover additional future work.

Our current contract dated November 28, 2011, for \$500,000 extends from December 1, 2011, to December 31, 2012. We have essentially completed all but three Subtasks in our original scope of work and expect that more work will be needed to achieve TRLIA's desired goals of 100-year certification and a 200-year finding. The remaining Subtasks from our original scope include:

- Subtask 2.5 Exploratory Borings [OPTIONAL]
- Subtask 3.9 Geotechnical report, with recommendations, in support of LOMR/200-Year
- Subtask 3.11 Professional Opinion for Certification

We anticipate that exploratory borings will be necessary to achieve certification, though the layout and number is not yet known. Once a final alternative is selected, we can determine the appropriate number of explorations and develop a budget. In addition, though we have not yet prepared a formal geotechnical report (Subtask 3.9), we prepared a technical memorandum on high ground that has been distributed to the agencies.

Our scope of work continues to evolve as we learn more about the Yuba Goldfields and the various constraints involved. We have prepared weekly progress reports since last December and have provided a separate progress report with each monthly invoice. We hope that these have been adequate to monitor our progress.

We anticipate that our current budget will be exceeded by mid to late August 2012 and, therefore, request an increase in our budget. We anticipate that our future work will include the following general items:

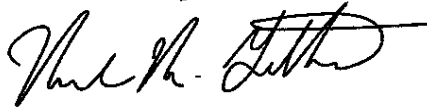
1. Attendance at meetings with the TRLIA team and various agencies
2. Responding to BOSC and agency
3. Preparation for and attendance at several BOSC meetings
4. Performing additional engineering analysis, as needed
5. Developing final alternatives
6. Performing field exploration to confirm subsurface conditions on selected alignment
7. Preparing a geotechnical report to support MBK study (all research has been completed)

Since the full scope of the field exploration is not yet known, we suggest increasing the overall budget by \$200,000 to cover these future activities through the end of the year, excluding the field exploration (Item 6 above). Once the number of explorations that are actually needed is determined, we will prepare a budget estimate for your review. At this time, we anticipate that the field exploration may be in the range of \$100,000 to \$150,000.

If this request is agreeable, please forward an appropriate addendum for our review and signature. If you have any questions regarding this letter, please call and we will be glad to discuss them with you.

Sincerely,

ENGEO Incorporated

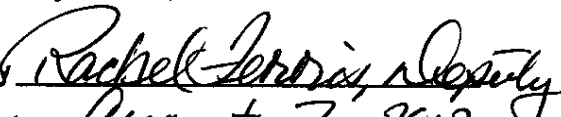


Mark M. Gilbert, GE  
Principal  
mmg/jjt/jf



Josef J. Tootle, GE  
Principal

The foregoing instrument is a Correct Copy  
of the original on file in this office  
ATTEST: DONNA STOTTEMEYER  
Clerk of the Board of Supervisors of the  
County of Yuba, State of California

By:   
Date: August 7, 2012