FIRST AMENDMENT TO AGREEMENT FOR PROFESSIONAL SERVICES BETWEEN THREE RIVERS LEVEE IMPROVMENT AUTHORITY AND HDR ENGINEERING, INC.

THIS FIRST AMENDATORY AGREEMENT is made and entered into this 14th day of February, 2006, by and between the Three Rivers Levee Improvement Authority, ("TRLIA"), a California Joint Powers Authority, and

HDR Engineering, Inc. "CONSULTANT"

WHEREAS, TRLIA and CONSULTANT entered into an agreement to provide professional services for Engineering Design and Environmental Studies for Phase 4 Levee Repairs - Upper Yuba River. Continuation of Phase 2 Construction Management (2006), and FEMA Certification of Contract Work ("Agreement");

WHEREAS, on February 7, 2006 TRLIA approved acceleration of levee improvements between the Union Pacific Railroad Bridge (UPRR) and Simpson Lane, necessitating amendment of Agreement, subject to approval of specific contract terms; and

WHEREAS, TRLIA and CONSULTANT desire to amend Agreement;

NOW, THEREFORE, TRLIA and CONSULTANT agree as follows:

- 1. Exhibit A of AGREEMENT shall be amended to provide for the acceleration of the levee improvements between UPRR and Simpson Lane as described in Exhibit A to this FIRST AMENDMENT.
- 2. Attachment B, Provision B.1 of the Agreement shall be revised to increase the maximum not to exceed contract fee by \$118,955 from \$2,580,038 to

\$2,698,993

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

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This Amended agreement is hereby executed on this 14thday of February, 2006.

"TRLIA"

Chairman

QE Webb

"CONSULTANT"

Mark J. Hammer, P.E.

Senior Vice President

APPROVED AS TO FORM:

DANIEL G. MONTCOMERY

TRLIA COUNSEL