

**SECOND AMENDMENT
TO
AGREEMENT FOR PROFESSIONAL SERVICES
BETWEEN
THREE RIVERS LEVEE IMPROVEMENT AUTHORITY
AND
HDR ENGINEERING, INC.**

THIS SECOND AMENDATORY AGREEMENT is made and entered into this 7th day of March 2006, by and between the Three Rivers Levee Improvement Authority, ("TRLIA"), a California Joint Powers Authority, and

**HDR Engineering, Inc.
"CONSULTANT"**

WHEREAS, TRILIA and CONSULTANT entered into an agreement on December 13, 2005 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, a FIRST AMENDATORY AGREEMENT, executed February 14, 2006, increased the maximum not to exceed contract fee from \$2,580,038 by \$118,955 to \$2,698,993; and

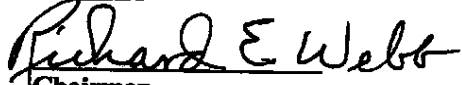
WHEREAS, TRILIA and CONSULTANT desire to amend Agreement;

NOW, THEREFORE, TRILIA and CONSULTANT agree as follows:

- 1. Exhibit A of AGREEMENT shall be amended to perform those additional services as described in Exhibit A to this SECOND AMENDMENT.**
- 2. Attachment B, Provision B.1 of the Agreement shall be revised to increase the maximum not to exceed contract fee by \$177,649 from \$2,698,993 to**
\$2,876,642

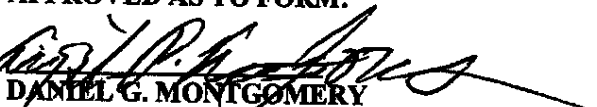
All other terms and conditions contained in AGREEMENT shall remain in full force and effect.

This Amended agreement is hereby executed on this 7th day of March, 2006.

"TRILIA"

Chairman

"CONSULTANT"

**Timothy R. Fleming, P.E.
Vice President**

APPROVED AS TO FORM:

**DANIEL G. MONTGOMERY
TRILIA CONSEL**