

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

THIS TWELFTH AMENDATORY AGREEMENT is made and entered into this 21 day of February 2012, 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 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, a SECOND AMENDATORY AGREEMENT, executed March 7, 2006, increased the maximum not to exceed contract fee from \$2,698,993 by \$117,649 to \$2,876,642; and

WHEREAS, a THIRD AMENDATORY AGREEMENT, executed August 8, 2006, increased the maximum not to exceed contract fee from \$2,876,642 by \$661,193 to \$3,537,835; and

WHEREAS, a FOURTH AMENDATORY AGREEMENT, executed October 16, 2007, increased the maximum not to exceed contract fee from \$3,537,835 by \$280,000 to \$3,817,835; and

WHEREAS, a FIFTH AMENDATORY AGREEMENT, executed August 5, 2008, increased the maximum not to exceed contract fee from \$3,817,835 by \$954,524 to \$4,772,359; and

WHEREAS, a SIXTH AMENDATORY AGREEMENT, executed September 9, 2008, extended the time of services rendered to December 31, 2009; and

WHEREAS, a SEVENTH AMENDATORY AGREEMENT, executed May 12, 2009, increased the maximum not to exceed contract fee from \$4,772,359 by \$2,416,874 to \$7,189,233 and extended the time of services rendered to December 31, 2010; and

WHEREAS, an EIGHTH AMENDATORY AGREEMENT, executed September 15, 2009 increased the maximum not to exceed contract fee from \$7,189,233 by \$155,846 to \$7,345,079; and

WHEREAS, a NINTH AMENDATORY AGREEMENT, executed July 20, 2010 increased the maximum not to exceed contract fee from \$7,345,079 by \$1,473,064 to \$8,818,143; and

WHEREAS, a TENTH AMENDATORY AGREEMENT, executed August 12, 2011 increased the maximum not to exceed contract fee from \$8,818,143 by \$162,879 to \$8,981,022; and

WHEREAS, an ELEVENTH AMENDATORY AGREEMENT, executed October 18, 2011 increased the maximum not to exceed contract fee from \$8,981,022 by \$636,668 to \$9,617,690; 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 perform those additional services as described in Exhibit A to this TWELFTH AMENDMENT.
2. Article 2 of AGREEMENT shall be amended to extend the Termination Date of the Agreement to December 31, 2013.
3. ATTACHMENT A, Provision A.2 of the Agreement shall be revised to increase the time of services rendered to December 31, 2013.
4. Attachment B, Provision B.1 of the Agreement shall be revised to increase the maximum not to exceed contract fee by \$50,000 from \$9,617,690 to \$9,667,690.

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

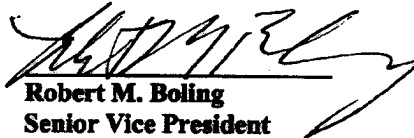
This Amended agreement is hereby executed on this 21 day of February, 2012.

"TRLIA"



Paul G. Brunner
Executive Director

"CONSULTANT"

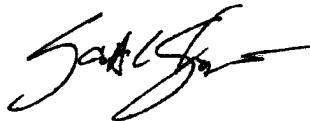


Robert M. Boling
Senior Vice President

ATTEST:
DONNA STOTTEMEYER
CLERK OF THE BOARD



APPROVED AS TO FORM:



SCOTT L. SHAPIRO
GENERAL COUNSEL

**Exhibit A to Twelfth Amendment
Scope of Work for Goldfields Board of Senior Consultants**

Consultant will serve as a Senior Consultant on the Board for the Goldfields Evaluation. Consultant will attend up to four meetings in Sacramento California to receive briefings on the Goldfields analysis and provide comments on information presented and guidance on future steps in the evaluation. In addition, the consultant will be asked to review and comment on up to three documents that describe the analysis performed.