

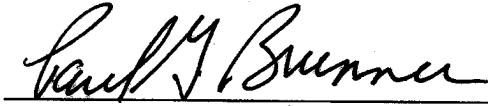
AMENDMENT NO. 2  
AGREEMENT FOR PROFESSIONAL SERVICES  
FOR  
CONSTRUCTION MANAGEMENT  
BETWEEN  
THREE RIVERS LEVEE IMPROVEMENT AUTHORITY AND  
THE HANDEN COMPANY, INC.

THIS AMENDMENT TO AGREEMENT is made effective January 1, 2008, by and between Three Rivers Levee Improvement Authority ("TRLIA") and the Handen Company, Inc. ("Contractor"), who agree as follows:

1. **Recitals.** This Amendment is made with reference to the following background recitals:
  - 1.1. Effective March 7, 2006, the parties entered into the Agreement for Professional Services relating to Construction Management for TRLIA's Construction Program. This Agreement was extended via Amendment No. 1 to this Agreement on December 12, 2006.
  - 1.2. The parties now desire to amend the Professional Services Agreement to extend the term of services, amend the scope of services.
  
2. **Second Amendment to Agreement.** The Professional Services Agreement is hereby amended as follows:
  - 2.1. The Termination Date in Clause 2 and A.2 is amended to extend to December 31, 2008.
  - 2.2. The scope of services (Attachment A to the Agreement for Professional Services between TRLIA and The Handen Company, Inc.) is replaced by the scope of services attached to this amendment agreement.
  - 2.3. The payment, budget, and not-to-exceed amounts (Professional Services Agreement Attachments A and B) are amended to include the additional amount of \$143,800 for a total contract amount of \$455,000.
  
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  
January 29, \_\_\_\_\_, 2008.

THREE RIVERS LEVEE IMPROVEMENT  
AUTHORITY OF YUBA COUNTY



Executive Director

THE HANDEN COMPANY, INC.

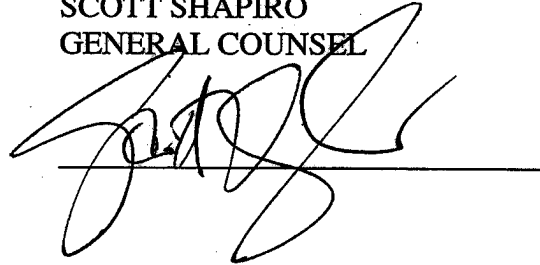


Douglas J. Handen  
President

ATTEST:  
DONNA STOTTEMEYER  
CLERK OF THE BOARD OF DIRECTORS



APPROVED AS TO FORM:  
SCOTT SHAPIRO  
GENERAL COUNSEL



## **ATTACHMENT A**

### **SCOPE OF WORK**

#### **Services Provided- Project Management Consulting:**

1. Attend TRLIA management meetings
2. Participate in construction meetings
3. Participate in weekly design meeting/conference calls
4. Conduct regular site visits to current projects
5. Conduct site visits to future project sites
6. Coordinate with Construction Management team and Contractors
7. Provide contract oversight
8. Review and process contract change orders
9. Assist in the preparation of future bid and contract documents
10. Track construction schedules
11. Update TRLIA "cash flow worksheet"
12. Assist in the preparation of reimbursement requests
13. Assist in the preparation of escrow disbursement requests
14. Prepare staff reports and make presentations to the TRLIA Board as necessary

#### **Fee and Payment:**

The above referenced services shall be billed monthly at the following rates:

Principal	\$ 150/hour
Transportation	\$ 0.445/mile