

AMENDMENT NO. 3
AGREEMENT FOR PROFESSIONAL SERVICES
FOR
CONSTRUCTION MANAGEMENT
BETWEEN
THREE RIVERS LEVEE IMPROVEMENT AUTHORITY AND
THE HANDEN COMPANY, INC.

THIS THIRD AMENDATORY AGREEMENT is made effective January 1, 2009, by and between Three Rivers Levee Improvement Authority ("TRLIA") and the Handen Company, Inc. ("Consultant"), who agree as follows:

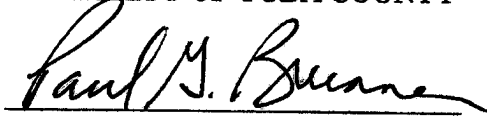
1. **Recitals.** This Amendment is made with reference to the following background recitals:
 - 1.1. Effective March 7, 2006, the parties entered into an Agreement for Professional Services relating to Construction Management for TRLIA's Construction Program.
 - 1.2. The parties now desire to amend the Professional Services Agreement to extend the term of services, amend the scope of services.

2. **Third 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, 2009.
 - 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 Attachment A) are amended to include the additional amount of \$197,640 for a total contract amount of \$652,640.

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.

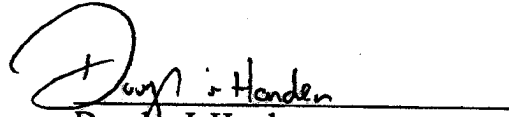
IN WITNESS WHEREOF, the parties hereto have executed this Agreement on
January 27, 2009.

THREE RIVERS LEVEE IMPROVEMENT
AUTHORITY OF YUBA COUNTY



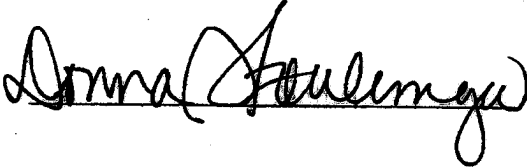
Executive Director

THE HANDEN COMPANY, INC.

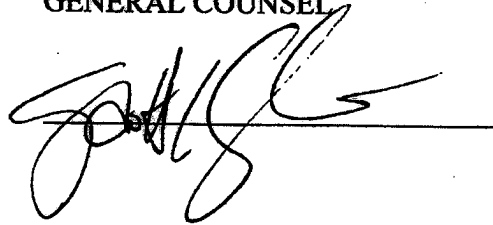


Douglas J. Handen
President

ATTEST:
DONNA STOTTLEMEYER
CLERK OF THE BOARD OF DIRECTORS



APPROVED AS TO FORM:
SCOTT SHAPIRO
GENERAL COUNSEL



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. Participate in construction budget review
5. Conduct regular site visits to current projects
6. Conduct site visits to future project sites
7. Coordinate with Construction Management team and Contractors
8. Provide contract oversight
9. Review and process contract change orders
10. Assist in the preparation of future bid and contract documents
11. Track construction schedules
12. Assist in the preparation of reimbursement requests
13. Prepare staff reports and make presentations to the TRLIA Board as necessary
14. Assist in coordination and compliance with project Environmental Permits and requirements
15. Assist in coordination with property owners associated with construction activities and project requirements.

Fee and Payment:

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

Principal	\$ 165/hour
Transportation	\$ 0.445/mile

Budget

Please refer to the table below for time/effort budgets for the following time periods:

	January-April 2009		May-December 2009		2009 hours	\$ @ 165/hour
	avg. hrs./mo	hours	avg. hrs./mo	hours		
Phase 4 Segment 3	6	24	3	24	48	7,920
Phase 4 Segment 1	6	24	10	80	104	17,160
Yuba River Levee -Erosion Site	2	8	10	80	88	14,520
Phase 4 Segment 2 element 1	10	40	85	680	720	118,800
Phase 4 Segment 2 element 2	4	16	25	200	216	35,640
						<u>194,040</u>

Total Labor budget = 194,040

Expenses: budget \$300/month = 3,600

Total Budget 197,640