

AMENDMENT NO. 5

AGREEMENT FOR PROFESSIONAL SERVICES
FOR
CONSTRUCTION MANAGEMENT
BETWEEN
THREE RIVERS LEVEE IMPROVEMENT AUTHORITY AND
THE HANDEN COMPANY, INC.

11/6/10 THIS FIFTH AMENDATORY AGREEMENT is made effective November 2010, 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 15, 2006, the parties entered into an Agreement for Professional Services relating to Construction Management for TRLIA's Construction Program.
 - 1.2. Effective December 12, 2006, the parties entered into Amendment 1 to the AGREEMENT in the amount of \$144,000 for a total contract value of \$311,200 and to extend the contract end date to December 31, 2007 .
 - 1.3. Effective January 29, 2008, the parties entered into Amendment 2 to the AGREEMENT in the amount of \$143,800 for a total contract value of \$455,000 and to extend the contract end date to December 31, 2008.
 - 1.4. Effective January 27, 2009, the parties entered into Amendment 3 to the AGREEMENT in the amount of \$197,640 for a total contract value of \$652,640 and to extend the contract end date to December 31, 2009.
 - 1.5. Effective December 15, 2009, the parties entered into Amendment 4 to the AGREEMENT in the amount of \$254,730 for a total contract value of \$907,370 and to extend the contract end date to December 31, 2010.
 - 1.6. The parties now desire to amend the Professional Services Agreement to extend the term of services, amend the scope of services.

2. **Fifth 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, 2011.


 - 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.

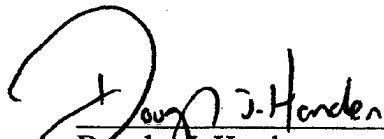
- 2.3. The payment, budget, and not-to-exceed amounts (Professional Services Agreement Attachments A and B) are amended to include the additional amount of \$181,700 for a total contract amount of \$1,089,070.
- 3. **No Effect on Other Provisions.** Except for the amendments in Section 2, the remaining 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 NOVEMBER 16, 2010.

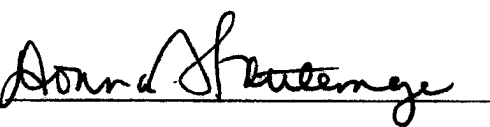
THREE RIVERS LEVEE IMPROVEMENT
AUTHORITY


Paul G. Brunner
Executive Director

THE HANDEN COMPANY, INC.


Douglas J. Handen
President

ATTEST:
DONNA STOTTEMEYER
CLERK OF THE BOARD OF DIRECTORS



APPROVED AS TO FORM:
SCOTT L. SHAPIRO
GENERAL COUNSEL

