

AMENDMENT NO. 3

AGREEMENT FOR PROFESSIONAL SERVICES
FOR
ENGINEERING SERVICES
BETWEEN
THREE RIVERS LEVEE IMPROVEMENT AUTHORITY AND
KLEINFELDER WEST, INC.

THIS THIRD AMENDATORY AGREEMENT is made effective March 1st, 2011, by and between Three Rivers Levee Improvement Authority ("TRLIA") and Kleinfelder West, Inc. ("the Consultant"), who agree as follows:

1. **Recitals.** This Amendment is made with reference to the following background recitals:
 - 1.1. Effective October 1, 2009, the parties entered into an Agreement ("AGREEMENT") for Professional Services relating to Engineering Services for TRLIA's Design Program.
 - 1.2. Effective March 6, 2010, the parties entered into Amendment 1 to the AGREEMENT in the amount of \$374,000 for a total contract value of \$676,000.
 - 1.3. Effective September 28, 2010, the parties entered into Amendment 2 to the AGREEMENT in the amount of \$17,000 for a total contract value of \$693,000.
 - 1.4. Article C.24 of the AGREEMENT, states that modifications or amendments to the terms of the AGREEMENT shall be in writing and executed by both parties;
 - 1.5. TRLIA and the CONSULTANT desire to amend the AGREEMENT;

NOW, THEREFORE, TRLIA and the CONSULTANT agree as follows.

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 June 30, 2011.
 - 2.2. The scope of services (Attachment A to the Agreement for Professional Services between TRLIA and Kleinfelder, Inc.) is amended by the addition of tasks described in the scope of services attached to this amendment

agreement, Exhibit 1.

- 2.3. The payment, budget, and not-to-exceed amounts, Condition B.1 in Attachment B to the Agreement for Professional Services between TRLIA and Kleinfelder West, Inc., are amended to include the additional amount of \$10,000 for a total contract amount of \$703,000.
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.

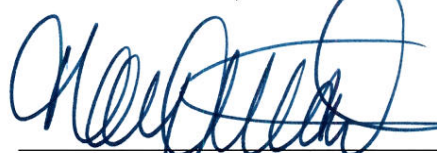
IN WITNESS WHEREOF, the parties hereto have executed this Agreement on
March 1 _____, 2011.

THREE RIVERS LEVEE IMPROVEMENT
AUTHORITY



Paul G. Brunner
Executive Director

Kleinfelder West, INC.



Tony Martin
Regional Manager

ATTEST:
DONNA STOTTMMEYER
CLERK OF THE BOARD OF DIRECTORS



APPROVED AS TO FORM:
SCOTT L. SHAPIRO
GENERAL COUNSEL

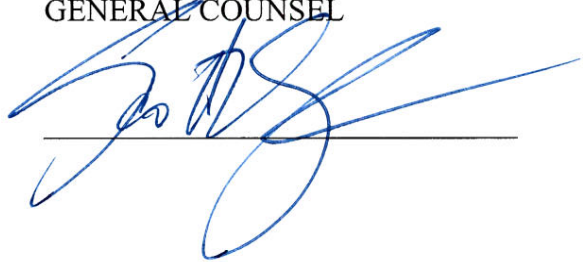


EXHIBIT 1

KLEINFELDER CONTRACT AMENDMENT 3 SCOPE OF WORK

TASK - Consulting and Review

Since the last amendment (2nd Amendment) to Kleinfelder's contract new circumstances require more assistance from Kleinfelder. A crack in the WPIC levee and rutting in the patrol road of the newly constructed Feather Setback levee require expert evaluation. Kleinfelder has the resources to supply this assistance to TRLIA. Kleinfelder's contract is amended to perform the following on a time and expense basis:

- Research existing documents and reports for previous work at both sites
- Perform test pit logging to characterize levee crack
- Evaluate source of failure and provide opinion on the impact to the existing levee from the crack
- Field inspect the patrol road ruts
- Provide opinion on possible cause of ruts and potential actions to prevent ruts in future

Fee - \$10,000