

FIRST AMENDMENT
TO
AGREEMENT FOR PAYMENTS RELATED TO
CONSTRUCTION OF PUMP STATION 6

THIS FIRST AMENDMENT TO AGREEMENT FOR PAYMENTS RELATED TO CONSTRUCTION OF PUMP STATION 6 is made and entered into this 18th day of December 2007, by and between the THREE RIVERS LEVEE IMPROVEMENT AUTHORITY, a Joint Powers Authority ("TRLIA"), and RECLAMATION DISTRICT 784, a political subdivision of the State of California ("RD 784").

WHEREAS, TRLIA and CONTRACTOR entered into an Agreement for Payments Related to Construction of Pump Station 6 ("AGREEMENT") on November __, 2007;

WHEREAS, the AGREEMENT provided for a payment by RD 784 to TRLIA in the amount of \$185,000 within ten business days of the effective date of the AGREEMENT.

WHEREAS, Section 2.3 of the AGREEMENT states that the AGREEMENT may be amended or modified only by a written instrument executed by the Parties;

WHEREAS, TRLIA and CONTRACTOR now desire to amend the AGREEMENT to eliminate the 15-year termination provision;

NOW, THEREFORE, TRLIA and CONTRACTOR agree as follows:

1. The last sentence of Section 1.3 of the AGREEMENT shall be replaced with the following:

"This Agreement shall terminate upon the earlier of the following conditions: (a) RD 784 has made total payments equal to the final bid for the construction of PS 6, not to exceed \$1,768,124; or (b) the Parties mutually agree that the Drainage impact fee program is no longer effective. The Parties will initially review the effectiveness of the drainage impact fee program 15 years after the effective date of this Agreement and every five years thereafter."

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

This FIRST AMENDMENT is hereby executed on this 18th day of December 2007.

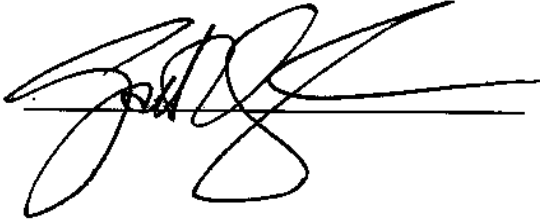
TRLIA

BY: 
"THREE RIVERS LEVEE
IMPROVEMENT AUTHORITY"

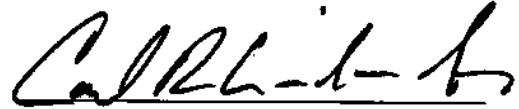
RD 784

BY: 
RECLAMATION DISTRICT 784

APPROVED AS TO FORM:
SCOTT L. SHAPIRO
THREE RIVERS LEVEE IMPROVEMENT
AUTHORITY
GENERAL COUNSEL

A handwritten signature in black ink, appearing to read 'S. Shapiro', written over a horizontal line.

CARL LINDMARK
RECLAMATION DISTRICT 784
GENERAL COUNSEL

A handwritten signature in black ink, appearing to read 'Carl Lindmark', written over a horizontal line.