

SEVENTH AMENDMENT
TO
AGREEMENT BETWEEN
THREE RIVERS LEVEE IMPROVEMENT AUTHORITY
AND
BENDER ROSENTHAL, INC.

THIS SEVENTH AMENDATORY AGREEMENT is made and entered into this 19th day of August 2008, by and between the THREE RIVERS LEVEE IMPROVEMENT AUTHORITY ("TRLIA"), a Joint Powers Authority, TRLIA and BENDER ROSENTHAL, INC. ("CONSULTANT")

RECITALS:

WHEREAS, TRLIA and CONSULTANT entered into a agreement to provide basic services dated March 1, 2005, ("AGREEMENT");

WHEREAS, TRLIA and CONSULTANT entered into the first Amendatory Agreement to provide basic services dated March 1, 2006.

WHEREAS, TRLIA and CONSULTANT entered into the second Amendatory Agreement to provide basic services dated May 16, 2006.

WHEREAS, TRLIA and CONSULTANT entered into the third Amendatory Agreement to provide basic services dated September 26, 2006.

WHEREAS, TRLIA and CONSULTANT entered into the fourth Amendatory Agreement to provide basic services dated January 16, 2007.

WHEREAS, TRLIA and CONSULTANT entered into the fifth Amendatory Agreement to provide basic services dated February 6, 2007.

WHEREAS, TRLIA and CONSULTANT entered into the sixth Amendatory Agreement to provide basic services dated March 27, 2007

WHEREAS, Attachment B.1 of the AGREEMENT, state that modifications or amendments to the terms of the AGREEMENT shall be in writing and executed by both parties;

WHEREAS, the TRLIA and CONSULTANT desire to amend the Agreement;

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

1. Exhibit A of the AGREEMENT shall be amended to perform those additional services described in Exhibit A attached to this seventh AMENDMENT.
2. Article 4 of the AGREEMENT shall be revised to increase the price ceiling for basic services by \$825,000.00 from: \$2,950,771.00 to \$ 3,775,771.00
3. Article 2 of the AGREEMENT shall be revised to extend the "TERM" of the agreement to June 30, 2010.

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

This Amended agreement is hereby executed on this 19th day of August
2008.

THREE RIVERS LEVEE
IMPROVEMENT AUTHORITY

BY: Paul G. Brunner
Paul G. Brunner, Executive Director

CONSULTANT

BY: [Signature]
BENDER ROSENTHAL, INC.

APPROVED AS TO FORM,

Andrea P. Clack for Scott Shapiro
SCOTT SHAPIRO
TRLIA General Counsel

EXHIBIT A

PROJECT UNDERSTANDING

The Three Rivers Levee Improvement Authority is responsible for improving the levees along the Feather River, Bear River and Western Pacific Irrigation Canal (WPIC). The levee improvements are being completed in four phases. Construction of phases one through three is already complete. Phase 4 construction is broken into three segments:

- Segment 1 – Feather River Levee Mile 13.3 to 17.1
- Segment 2 – New Setback Levee
- Segment 3 - Feather River Levee Mile 23.6 to 26.7

Bender Rosenthal is already under contract to appraise and acquire all the Right of Way within Phase 4. This proposal supplements the Right of Way activities for phase 4. The scope includes:

1. Right of Way Program Management
2. DWR Coordination
3. Acquisition Services during Construction
4. Property Management
5. Yuba River – Gold Fields ROW Support

SCOPE

Outlined below are a series of items required to complete the Right of Way phase of the entire TRLIA project.

Task 1 Right of Way Program Management

The project has significantly increased in complexity due to the number of agencies involved each having their own reporting requirements and oversight responsibilities. Additional update, coordination, and PDT meetings as well as briefings for the TRLIA staff are required. Scope includes

- TRLIA team meetings
- TRLIA board meetings
- Special meetings with property owners at TRLIA or other agency request.
- Meetings for additional coordination with involved agencies such as DWR, Corps of Engineers, and others.
- Eminent Domain meetings with TRLIA and legal staff to review status of parcels recommended for or in the process of condemnation due to increased number of pending cases.
- Project Status Updates

Task 2 DWR Coordination

In order to secure Prop. 1E reimbursement for portions of the project compliance with DWR administrative requirements and regulations is mandated in addition to DWR oversight. Items include:

- Jointly develop and update with DWR a Quarterly Work Plan.
- Meeting with DWR Real Estate staff to coordinate appraisal, acquisition, and condemnation activities and resolve problems.
- DWR review and approval of 30 appraisals.
- DWR review and approval of 30 acquisition packages
- DWR review and approval of funding required by RONs, OP deposits, stipulations, and judgments for 22 parcels.
- Prepare up to 40 final accounting acquisition packages for DWR re-imbusement Phase 4 segments 2 and 3. These include:
 - Plat and Legal
 - Appraisal
 - Acquisition Documents
 - Relocation Housing Valuation
 - Resolution of Necessity Documentation
 - Memorandum of Settlement
 - Reimbursement Dollar Summary
- Prepare up to 30 final accounting right of entry packages for crediting.
 - Property Profile
 - Signed Right of Entry Document
 - Copy of Check to property owner
 - Memorandum of Settlement
 - Reimbursement Dollar Summary
- Transfer final title from TRLIA to DWR for 50+ parcels from phases 2, 3 and 4
 - Revised legal descriptions showing setback area, and flood control structures.
 - Create easement language for long term operation and maintenance of setback area and new levee.

Task 3 Acquisition Services through Construction

This task includes continuing to work with property owners through the life of the construction project. Issues include:

1. Crop Damage Analysis
2. Irrigation relocation
3. Power relocation
4. Temporary housing for property owners abutting project
5. Relocation of tenants in setback area

6. Attendance at construction meetings
7. Field staking of levee footprint.

Task 4 Property Management

The new setback levee acquired roughly 1300 to 1500 acres of prime agricultural land. A number of existing land owners have agreed to lease back their properties. In addition, there will be a number of acres that may be leased through a formal bidding process.

BRI will assign a staff member to act as the Property Manager of all agricultural lease management activities as detailed below:

- Draft up to 10 agricultural leases. Due to differing crops, farming methods, water sources, etc. each lease will be different.
- Secure qualified agricultural contactors to undertake the farming operations in accordance with the lease terms.
- Weekly inspection of each leased property to insure adequate performance of BRI agricultural contractors in property maintenance and crop production.
- Respond to inquiries about the properties from the public, agricultural and other agencies.
- Establish liaison with the County Sherriff, Fire, and Agricultural Departments for any required assistance in protection of these County properties.
- Collect rent based on lease requirements.

Task 5 - Yuba River – Gold Fields ROW Support

The TRLIA Board recently approved HDR Engineering to complete an analysis and design improvements along the Yuba River from Simpson Lane to the Gold Field. There are roughly 200+ parcels abutting the levee within this reach. BRI is assuming that some form of right of way (temporary or permanent) will be required from up to 5 parcels. These should be minor acquisition, with no relocations. BRI will provide boundary surveys, plats and legals, appraisals, title reports, and negotiation services.

Deliverables:

- Boundary Surveys
- 5 Title reports
- 5 Plats and Legals
- 5 Appraisals
- 5 Acquisitions

BUDGET & SCHEDULE

BRI proposed budget amendment is \$825,000. The task breakout is as follows:

Task	Budget
Task 1 - ROW Program Management	\$175,770
Task 2 - DWR Coordination	\$227,850
Task 3 - Acquisition thru Construction	\$265,325
Task 4 - Property Management	\$69,460
Task 5 - Gold Fields ROW Support	\$75,000
Direct Expenses	\$11,595
Total	\$825,000

The schedule for these tasks extend to June 30, 2010. A detailed breakout of costs per month is available.