

AMENDMENT NO. 1
AGREEMENT FOR PROFESSIONAL SERVICES
FOR
CONSTRUCTION MANAGEMENT
BETWEEN
THREE RIVERS LEVEE IMPROVEMENT AUTHORITY AND
THE HANDEN COMPANY, INC.

THIS AMENDMENT TO AGREEMENT is made effective December 12, 2006, 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 the 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, and amend the base contract fee.

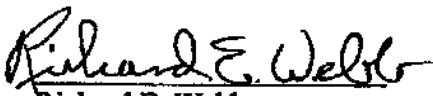
2. **First Amendment to Agreement.** The Professional Services Agreement is hereby amended as follows:
 - 2.1. The Termination Date in Clause 2 and A.2 is amended to extend to December 31, 2007.
 - 2.2. The scope of services (Attachment A to the Agreement for Professional Services between TRLIA and The Handen Company, Inc., dated March 7, 2006) 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 B) are amended to include the additional amount of \$144,000 for a total contract amount of \$311,200.

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
December 12, 2006.

THREE RIVERS LEVEE IMPROVEMENT
AUTHORITY OF YUBA COUNTY

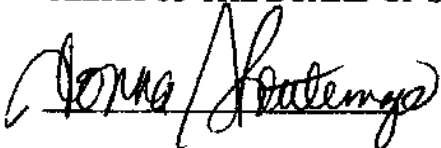
THE HANDEN COMPANY, INC.

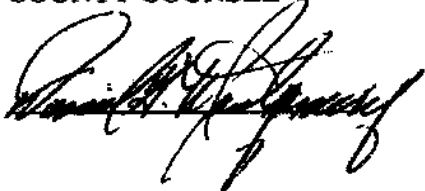

Richard E. Webb
Chairman


Douglas J. Handen
President

ATTEST:
DONNA STOTTLEMEYER
CLERK OF THE BOARD OF SUPERVISORS

APPROVED AS TO FORM:
DANIEL G. MONTGOMERY
COUNTY 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. Conduct regular site visits to current projects
5. Conduct site visits to future project sites
6. Coordinate with Construction Management team and Contractors
7. Provide contract oversight
8. Review and process contract change orders
9. Assist in the preparation of future bid and contract documents
10. Track construction schedules
11. Update TRLIA "cash flow worksheet"
12. Assist in the preparation of reimbursement requests
13. Assist in the preparation of escrow disbursement requests
14. Prepare staff reports and make presentations to the TRLIA Board as necessary

Attach "A"

Fee and Payment:

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

Principal	\$ 150/hour
Transportation	\$ 0.445/mile

Budget

Please refer to the attached Exhibit "A" for time/effort budgets for the following time periods:

January 2007- June 2007	\$ 83,300
July 2007- December 2007	\$ 60,700
Total	\$ 144,000

Exhibit "A"
Time and Material Budget
Handen Co./TRLIA 2007

	jan	feb	mar	apr	may	june	total hrs	\$	july	aug	sept	oct	nov	dec	total hrs	\$
Principal	70	80	90	100	100	100	540	\$81,000	100	100	100	90	0	0	390	\$58,500
Expenses	200	200	300	400	600	600		\$2,300	600	600	600	400	0	0		\$2,200
								\$83,300								\$60,700
																\$144,000

Attachment B