SECOND AMENDMENT
TO
AGREEMENT BETWEEN
THREE RIVERS LEVEE IMPROVEMENT AUTHORITY
AND RIVER PARTNERS

THIS SECOND AMENDATORY AGREEMENT is made and entered into this 15th day of FEB 2011, by and between the THREE RIVERS LEVEE IMPROVEMENT AUTHORITY, a Joint Powers Authority, ("TRLIA") and River Partners ("CONTRACTOR").

RECITALS:

WHEREAS, TRLIA and CONTRACTOR entered into an agreement to provide Professional Services dated September 12, 2006 ("AGREEMENT");

WHEREAS, 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;

WHEREAS, TRLIA and CONTRACTOR desire to amend the AGREEMENT.

NOW, THEREFORE, TRLIA and CONTRACTOR agree as follows:

1. Amendment to Agreement. The Agreement is hereby amended as follows:

   1.1 The scope of services (Attachment A to the Agreement for Professional Services between TRLIA and River Partners, dated September 12, 2006) is amended to expand the scope of work as described in a new scope of work dated February, 2011 (Exhibit A), to address the continuation of management and monitoring services on the Bear River setback property.

   1.2 The payment, budget, and not-to-exceed amounts (Attachment B to the Agreement) are amended by the attached Exhibit B to include the additional amount of $ 58,000.00 for a total contract amount of $4,611,941.00.

   1.3 The Termination Date (Article 2 of the Agreement) is extended to February 29, 2012.

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

This AMENDATORY AGREEMENT is hereby executed on this 15 day of FEB 2011.

THREE RIVERS LEVEE
IMPROVEMENT AUTHORITY

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

CONTRACTOR

BY: _____
John Carlon, President, River Partners

APPROVED AS TO FORM:

Andrea P. Clark
Andrea Clark, General Counsel, TRLIA

1141206.1

Exhibit A
Scope of Services-February 2011

River Partners shall furnish all labor, materials, equipment and services for monitoring and maintaining the 639 acres of riparian and upland habitats and mitigation features associated with the Bear River Setback Levee Project located south of Marysville, California. Monitoring and maintenance activities will occur for the period of March 2011 to February 2012. Individual tasks are listed below in summary fashion.

Task 1: **Maintenance of Management Units**

Maintenance activities are defined for the following management units within the Bear River setback area to ensure the proper hydraulic functioning of the setback area; maintain high-quality habitat values consistent with regulatory and resource agency agreements; and meet requirements for protecting mitigation features:

1) Riparian Restoration Areas
2) Mitigation Areas
3) Floodplain Swale and Adjacent Floodplain
4) Low Hydraulic Roughness Areas

All wages for covered work onsite will be paid under the Landscape Maintenance Laborer determination issued by the department of industrial relations.

Riparian restoration will be spot sprayed to reduce weeds. Aggressive, non-native invasive weed species will be removed each spring through focused chemical control.

The floodplain swale may develop dense stands of cottonwood and willow seedlings that may trap sediments that may eventually alter the drainage of the swale. Therefore, some routine annual maintenance of the swale may be necessary. Routine maintenance will be restricted to minor activities to remove debris and fish-passage barriers, such as beaver dams and sediment-trapping vegetation, from the swale. As in the riparian restoration area, mowing and spot spraying with herbicide to kill invasive weed species will be conducted.

Native perennial grasses planted over the entire low hydraulic roughness area are intended to form a dense layer over the soil surface and help to discourage the establishment of woody species. A broadleaf spot herbicide application and mowing during the spring and early summer will discourage small trees and shrub species and allow the native grasses to dominate. After a flood event, all trash and debris shall be removed. Natural debris shall be evaluated to determine if it creates a hazard or inhibits flood conveyance. This activity will only be preformed after a ten (10) year flood event or greater and applies only to the low roughness area. If debris removal is needed it will be completed at a time and materials cost, upon written approval from a TRLIA representative.

Task 2: **Monitoring of Corps 404 Mitigation Areas**

River Partners will monitor the mitigation sites' progress toward meeting the established success criteria for habitat function and value. The monitoring will include both quantitative surveys to check survival and percent cover, and

qualitative surveys for overall condition and success of mitigation efforts. The performance criteria that will be used to determine mitigation area success are shown in Table 1.

The monitoring activities are summarized below:

- Annual general maintenance inspections will be conducted that include the assessment/remedy of any weed, vandalism, or erosion problems and trash removal.
- A monitoring biologist will return to permanent (GPS) photo points to conduct annual qualitative (reconnaissance and photo documentation) inspections.
- A monitoring biologist will conduct annual quantitative inspections (census or permanent plot sampling) to evaluate progression towards meeting the annual performance criteria.
- Monitoring reports will be submitted to the Corps annually by October 1 of each year. 4 Copies will be supplied to TRLIA for distribution by their representative.
- After each flood event that inundates the swale, a biologist will perform a visual survey and photo monitor.
- A biologist will make up to 3-visits a year, when inundation events reach the toe of the levee or when determined by a TRLIA representative that a flood event requires a visual survey and photo monitor.
- If flooding occurs, a letter report to NMFS and DFG summarizing floodplain habitat conditions will be completed by August 1 of each year.

Table 1. Performance Criteria to Measure Emergent Wetlands Mitigation Success, Corps 404 Mitigation Area, Bear River Setback Levee Project.

Year	Survival of Trees and Shrubs (%)	Total Cover (%) of Wetland Indicator Species
1	85	5
2	75	10
3	65	15
4	55	20
5	50	25
6	50	25
7	50	25
8	50	25
9	50	25
10	50	25

Task 3: Monitoring of VELB Mitigation Area

A biologist will monitor elderberry transplants and associated native plants within the VELB mitigation area. The population of VELB, the general condition of the mitigation area, and the condition of the elderberry and associated native plantings in the conservation area will be monitored following the survey and monitoring procedures listed in the Conservation Guidelines for the Valley Elderberry Longhorn Beetle (USFWS 1999).

A minimum survival rate of at least 60 percent of the elderberry plants and 60 percent of the associated native plants must be maintained throughout the monitoring period. Within 1 year of discovery that survival has dropped below 60

percent, failed plantings will be replaced to bring survivorship above the success criteria.

Monitoring reports will be submitted annually by December 31 to US Fish and Wildlife Service and Department of Fish and Game.

Exhibit B
Payment Schedule

Task	Task Description	Total	Mar-11	Apr-11	May-11	Jun-11	Jul-11	Aug-11	Sep-11	Oct-11	Nov-11	Dec-11	Jan-12	Feb-12
Task 1	Maintenance of Management Units													
	Riparian restoration and mitigation areas	$36,928	$18,464	$18,464	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
	Floodplain swale and Low Hyd roughness area	10,883	2,646	1,815	-	2,646	-	-	3,776	-	-	-	-	-
Task 1 Total		$47,811	$21,110	$20,279	$ -	$2,646	$ -	$ -	$3,776	$ -	$ -	$ -	$ -	$ -
Task 2	Monitoring of Corps 404 Mitigation Areas	$ 4,578	$ -	$ -	$ -	$ -	$4,578	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Task 3	Monitoring of YELB Mitigation Area	$ 5,611	$ 2,806	$ -	$2,805	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Total Bear River O&M		$58,000	$23,916	$20,279	$2,805	$2,646	$4,578	$ -	$3,776	$ -	$ -	$ -	$ -	$ -