

**AMENDMENT NO. 1
TO AGREEMENT A3555A
BETWEEN THE SANTA CLARA VALLEY WATER DISTRICT AND BLACK AND VEATCH**

This Amendment No. 1 ("Amendment"), effective as of the date it is fully executed by the Parties, amends the terms and conditions of the Standard Consultant Agreement A3555A ("Agreement") dated January 24, 2012 between SANTA CLARA VALLEY WATER DISTRICT hereinafter called ("District") and BLACK AND VEATCH hereinafter called ("Consultant"), collectively, the "Parties".

Recitals

Whereas, Consultant is currently performing project management services for the District's Anderson Dam Seismic Retrofit Project; and

Whereas, the Agreement has an expiration date of April 30, 2014; and

Whereas, the Parties desire to amend the Agreement to extend its term, modify the Schedule of Completion, in order to provide sufficient time for Consultant to complete additional services as described in the Agreement and directed by District and for District staff to review Consultant's deliverables and finalize all documents prepared by the Consultant.

NOW, THEREFORE, in consideration of the mutual promises and agreements contained herein and notwithstanding anything to the contrary in the Agreement, Consultant and the District hereby agree to amend the Agreement as follows:

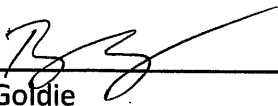
1. Appendix Three, Schedule of Completion, paragraph #1 is amended to revise the Agreement expiration date to June 30, 2014.
2. Appendix Three, Schedule of Completion, paragraph #6, Project-Level Schedule, is amended to modify the "Completion Date or Duration from NTP" column for Task 1 through Task 10, from 24 months to 26 months.
3. All other terms and conditions of Agreement not otherwise amended as stated in this Amendment No. 1 remain in full force and effect.

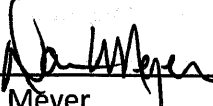
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IN WITNESS WHEREOF, THE PARTIES HAVE SET FORTH BELOW THEIR CONSENT TO THE TERMS AND CONDITIONS OF THIS AMENDMENT THROUGH THE SIGNATURES OF THEIR DULY AUTHORIZED REPRESENTATIVES.

SANTA CLARA VALLEY WATER DISTRICT
"District"

BLACK AND VEATCH
"Consultant"

By:  4/1/14
Beau Goldie Date
Chief Executive Officer

By:  3-25-14
Dan Meyer Date
Sr. Vice President

Company Address:
2999 Oak Road, Suite 490
Walnut Creek, CA 94597

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