

June 18, 2010

Mr. Trent Cave, Executive Director
Napa-Vallejo Waste Management Authority
1195 Third Street, Room 1010
Napa, CA 94559

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NAPA VALLEJO WASTE
MANAGEMENT AUTHORITY

HDR Project: #134323

Subject: Napa KDV Project – Clarification of Contract Termination Letter

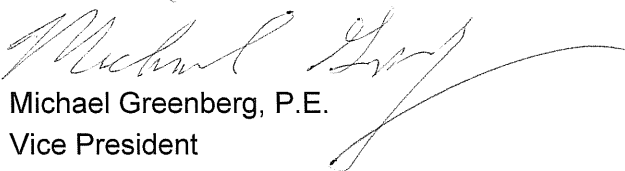
Dear Trent:

HDR Engineering, Inc. (HDR) would like to clarify our letter to the Napa-Vallejo Waste Management Authority (Authority) referenced as "Termination of Contract – Napa KDV Project", dated June 8, 2010. After discussions with you, and referencing the Professional Services Agreement No. 10-08 (Agreement), dated December 3, 2009, under Clause No. 10, Other Termination, we understand that the following language in this clause "*as long as the date of the notice is given and the effective date of termination are in the same fiscal year*" will effect the current effective date of termination. As the original date of notice, June 8, 2010, and the original effective date of termination, July 7, 2010 are in different fiscal years, HDR understands that a thirty (30) day notice in the same fiscal year would move the effective date of termination to July 30, 2010 as discussed. As a note, the remainder of the June 8, 2010 letter continues in effect.

Please let me know if you have any questions. Thank you.

Very truly yours,

HDR ENGINEERING, INC.



Michael Greenberg, P.E.
Vice President

Cc: Amy Gilleran, HDR Asst. Dept. Manager, No. CA