Amendment No. 8 Agreement
To contract # CA 992518
Design of Fite Road from
U.S. Highway 51 TO Woodstock Blvd.

THIS AMENDMENT (hereinafter "Amendment") is made and entered into this _____day of _____, 2009 by and between Shelby County Government (hereinafter "COUNTY") and Fisher & Arnold, Inc. (hereinafter "CONSULTANT").

WHEREAS, the parties previously entered into an agreement (hereinafter "Agreement") dated August 28, 1998, for the design of improvements to Fite Road from U.S. Highway 51 to Woodstock Blvd.

WHEREAS, the parties now desire to enter into this Amendment for environmental and design services provided by CONSULTANT and to increase the amount of the Agreement.

NOW, THEREFORE, for and in consideration of the mutual promises of the parties to this agreement and other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto do hereby agree as follows:

1. Section II of the Agreement entitled CONSULTANT SERVICES is hereby amended to include those items listed in the attached Exhibit A, attached hereto and incorporated fully herein by reference.

2. The total cost for this Amendment shall not exceed SIXTY-EIGHT THOUSAND and 00/100 dollars ($68,000.00) payable in accordance with the terms of the original agreement.

3. Section V, Paragraph A of the Agreement entitled COMPENSATION is hereby amended as follows:

Original Agreement Amount	$406,000.00
Amendment No. 1 (Revise Sewer Design)	13,635.00
Amendment No. 2 (Storm Water Pollution Plan)	2,000.00
Amendment No. 3 (Conversion to TDOT Specs)	143,507.00
Amendment No. 4 (Environmental Assessment)	35,100.00
Amendment No. 5 (Alternative Alignment Study)	15,080.00
Amendment No. 6 (Categorical Exclusion)	21,486.00
Amendment No. 7 (Detour Rd./ LRFD Conversion)	136,706.00
This Request	68,000.00
Total Agreement Amount	$841,514.00

4. This Amendment shall be subject to and contingent upon adoption of the Fiscal Year 2008-2009 Operating Budget of Shelby County Government by the Board of County Commissioners and approval of the cost for this Amendment within said Operating Budget.

5. Section VI of the Agreement entitled Miscellaneous Provisions is hereby amended to include Consultant's indemnity obligation for loss or damage resulting from the negligence of any subcontractor or anyone directly or indirectly employed by a subcontractor.

6. Section VI of the Agreement entitled Miscellaneous Provisions is hereby amended to add the following insurance obligations: Professional liability coverage, in an amount not less than $1,000,000.00 for each occurrence with an annual aggregate of $3,000,000.00; Comprehensive General Liability in an amount not less than $1,000,000.00 per occurrence/$2,000,000.00 aggregate and Workers' compensation insurance at statutory limits.

7. Section VI of the Agreement entitled Miscellaneous Provisions is hereby amended to add the following Living Wage requirement: In accordance with Ordinance Number 328, commonly referred to as the Living Wage Ordinance, all persons/entities engaged in service contracts with the County, including but not limited to both prime and subcontractors, shall pay a Living Wage to employees for all work performed on said service contract, as defined in the Living Wage Ordinance. Proof of such compensation must be evidenced as required in the Living Wage Ordinance.

8. The terms and conditions of the original Agreement, except as amended herein, shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Amendment on the _____day of _____2009.

APPROVED AS TO FORM
AND LEGALITY:

_____
Contract Administrator
Assistant County Attorney

SHELBY COUNTY GOVERNMENT

_____
A C WHARTON, JR., MAYOR

FISHER & ARNOLD, INC.

By: _____

Title: Vice - President

CORPORATE ACKNOWLEDGMENT

STATE OF TENNESSEE
COUNTY OF Shelby County Government

Before me, the undersigned Notary Public, in and for the State and County aforesaid, personally appeared Richard E. Gifford with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself/herself to be president or other officer authorized by appropriate Corporate action and/or Resolution to execute the preceding instrument of the Fisher & Arnold Co the within named bargainor, a corporation, and that he as such Vice President, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself/herself as Richard E. Gifford.

WITNESS my hand and official seal at office this 16th day of March, 2009.

Carolyn S. Pruitt
Notary Public

My Commission Expires: May 12, 2010

CAROLYN S. PRUITT
STATE OF TENNESSEE NOTARY PUBLIC
SHELBY COUNTY

EXHIBIT A

FISHER & ARNOLD, INC.

March 10, 2009

Mr. Michael Oakes, P.E.
County Engineer
Shelby County Engineering Department
160 N. Main Street, Room 350
Memphis, TN 38103

RE: FITE ROAD REALIGNMENT
RIGHT-OF-WAY ACQUISITION ENVIRONMENTAL SERVICES

Dear Mr. Oakes:

Fisher & Arnold Environmental (F&A) has developed the following proposal and cost estimate based on conversations with representatives of the Tennessee Department of Environment and Conservation (TDEC) and the Tennessee Department of Transportation (TDOT). During completion of the initial environmental evaluation that resulted in the Categorical Exclusion issued by TDOT, two former superfund sites were identified along the proposed corridor. The Categorical Exclusion committed to mitigation of these conditions which must include a more detailed evaluation, which was initially planned to be completed during the construction phase. Subsequently, TDOT officials have indicated that more detail is needed in the right-of-way (ROW) stage, for the properties to be acquired per Federal Guidelines.

Due to the former superfund sites, TDEC concurrence with project investigation data and findings will need to be achieved prior to ROW acquisition. The following tasks are proposed to develop a work plan, so that concurrence can be achieved with TDEC prior to project fieldwork.

Task 1: Work Plan Preparation

Prior to commencement of fieldwork, the TDOT requires coordination of site activities with TDEC to insure the scope and practices employed in the field are sufficient in scope to meet TDEC requirements. F&A will develop a work plan for client and regulatory review, and will coordinate with the TDEC to insure the identified environmental issues are sufficiently investigated. After submittal of the work plan, F&A will remain in contact with the TDEC to encourage timely review and approval of the work plan. The potential exists that TDEC may require that a Brownfield Agreement be created for project review. F&A will help Shelby County and TDOT complete the Brownfields process as a part of this task, as necessary.

Task 2: Ditch Bottom Sampling

Construction plans require the relocation of an approximately 600 L.F. ditch located on the Chromasco property, the adjacent City of Memphis property north of existing Fite Rd, and the Memphis Light, Gas, and Water property south of existing Fite Rd. Backfilling and compaction requirements of the approximate 520 L.F. of existing ditch channel will likely result in removal of ditch bottom soils and sediments.

• Architects
• Engineers
• Environmental Consultants
• Interior Designers
• Landscape Architects
• Planners
• Surveyors

9180 Crestwyn Hills Dr.
Memphis, TN 38125
(901) 748-1811
(888) 583-9724
fax: (901) 748-3115
www.fisherarnold.com

Contaminants on the Chromasco property could have potentially impacted the ditch. As such, further data is proposed to be collected along the ditch bottom.

Investigation Plan:
F&A proposes to collect ditch bottom sediment samples and water samples from six locations along the existing ditch to determine if environmental impact is present. Proposed sampling locations are shown on Figure 1.

Laboratory Analysis:
Samples will be analyzed for PCBs that were detected in the ditch during previous W.R. Grace investigations and constituents that have been detected on the Chromasco property identified in documents reviewed for preparation of the Categorical Exclusion. The sample analysis includes:

- PCB's per laboratory method 8082
- TAL Metals per laboratory method 6010/7470
- CR6 (Hexavalent Chromium)
- Cyanide

Task 3: New Ditch Channel Sampling

The new ditch channel will require excavation of approximately 1,200 L.F. of soil on the Chromasco property, on the adjacent City of Memphis property north of the existing Fite Rd., and on the MLGW property south of the existing Fite Rd.

Investigation Plan:
F&A proposes to install four soil borings using a hydraulic push Geoprobe rig to collect soil and water samples to determine if impact from Chromasco exists at the location of the new ditch channel. F&A proposes to collect two soil samples per borehole for vertical delineation of possible metals impact. F&A proposes to collect ground water samples if water is encountered within the depth to be disturbed for the installation of the new ditch channel. Proposed sampling locations are shown on Figure 1.

Laboratory Analysis:
Samples will be analyzed for PCBs that were detected in the existing ditch during previous W.R. Grace investigations and constituents that have been detected on the Chromasco property identified in documents reviewed for preparation of the Categorical Exclusion. The sample analysis includes:

- PCB's per laboratory method 8082
- TAL Metals per laboratory method 6010/7470
- CR6 (Hexavalent Chromium)
- Cyanide

Task 4: Chromasco ROW Sampling

In addition to the concerns with soil and water associated with the ditch relocation, the proposed ROW will require the acquisition of some Chromasco property located along the north ROW of the existing Fite Rd. on the east end of the project corridor. A portion of three adjacent properties located along the south ROW of the existing Fite Rd. will also be required for the proposed new ROW, which may also exhibit impact from the neighboring Chromasco site. Due to the potential for impact from surface water runoff and subsurface contamination from the Chromasco property, F&A proposes to collect soil samples along the southern border of the Chromasco property to be acquired for the new Fite Rd. ROW.

Investigation Plan:
F&A proposes to install ten soil borings using a hydraulic push Geoprobe rig to collect soil and water samples to determine if impact from Chromasco exists on the portions of the Chromasco property to be obtained for the proposed ROW. Proposed sampling locations are shown on Figure 2.

Laboratory Analysis:
Samples will be analyzed for PCBs that were detected in the existing ditch during previous W.R. Grace investigations and constituents that have been detected on the Chromasco property identified in documents reviewed for preparation of the Categorical Exclusion. The sample analysis includes:

- PCB's per laboratory method 8082
- TAL Metals per laboratory method 6010/7470
- CR6 (Hexavalent Chromium)
- Cyanide

The fee for this task includes $2,000 for subcontracted clearing activities for access by drilling equipment.

Task 5: Sewer Line Relocation Sampling

Construction plans require the relocation of an underground sewer line located in the project corridor near the Canadian National/Illinois Central Railroad. The sewer line replacement calls for directional boring approximately 225 L.F. and excavation of approximately 380 L.F. to 15' below ground surface (bgs). The directional bore and excavation begin on the W.R. Grace property, extends beneath the railroad, crossing the Chromasco property and the adjacent City of Memphis property.

Investigation Plan:
Due to the potential of the soil to be impacted in the location of the sewer line replacement, F&A proposes to install three soil borings using a hydraulic push Geoprobe rig. Soil and ground water samples (if encountered) will be collected to determine if contamination exists in the affected soil. Proposed sampling locations are shown on Figure 1.

Laboratory Analysis:
Samples will be analyzed for PCBs that were detected in the existing ditch during previous W.R. Grace investigations and constituents that have been detected on the Chromasco property identified in documents reviewed for preparation of the Categorical Exclusion. The sample analysis includes:

- PCB's per laboratory method 8082
- TAL Metals per laboratory method 6010/7470
- CR6 (Hexavalent Chromium)
- Cyanide

Task 6: W.R. Grace File Review

The proposed Fite Rd. ROW requires the acquisition of a portion of a parcel owned by W.R. Grace. A known chlorinated solvent plume underlying the parcel at approximately 30 feet bgs is being monitored for natural attenuation. Several ground water monitoring wells are also located in or adjacent to the new Fite Rd. corridor. F&A proposes to acquire recent sampling results and investigation reports to determine the solvent impact present beneath the new Fite Rd. ROW, and to determine if any of the monitoring wells will require closure and/or replacement during construction of the new Fite Rd. alignment. Due to the anticipated depth of ground water at the Grace facility, significant contact with ground water is not anticipated for this project. Accordingly, no additional ground water data collection is proposed on the Grace site for this project.

Task 7: Additional Properties Assessment

In addition to the parcels to be investigated as described in the above sections, a portion of an additional eight properties will be acquired for the new Fite Rd. ROW. The property review in the Categorical Exclusion process revealed no significant environmental issues on these properties. However, as required by Federal Guidelines for the ROW acquisition phase, F&A proposes to undertake a more in-depth Limited Environmental Due Diligence by completing the Transaction Screening process in accordance with ASTM 1528-06 Transaction Screen Questionnaire (TSQ) to determine if current or historical environmental issues are present on these properties. The TSQ will include:

- Owner/Occupant interview;
- Site Visit;
- Updated Government Records Review;
- Historical Documentation Review; and,
- Completion of the Transaction Screen Questionnaire form.

During preparation of the environmental sampling work plan for properties on or adjacent to the Grace and Chromasco properties, F&A will begin the TSQ process for the remaining eight properties. A brief letter style report will be delivered to Shelby

County and TDOT for these eight properties to expedite ROW work on these properties.

Task 8: Report Preparation and TDEC/TDOT Approval

F&A will develop a final report of data and findings for review by TDEC and TDOT. The report will include Recommendations that will pertain to the right-of acquisition and construction projects. This step will require Brownfields coordination and /or land-use restrictions to be placed on the acquired property. Approximate cost estimates for potential remediation on these future right-of-ways will be provided. However, the report will not include specifications, recommended work practices, or health & safety provisions for project workers, as these issues will be considered as a part of the construction project.

Fee Proposal

The scope of this work plan is believed to be sufficient to collect the identified environmental data for ROW acquisition and project implementation. The field investigation tasks are proposed based on our past experience with TDEC; however, the actual tasks required by TDEC may vary, and the actual final costs of the additional investigation work may change. Estimated costs for implementation of the above work plan include:

Work Plan Development/Regulatory Meetings/ TDEC Approval (Task 1):	**$6,900**
Data Acquisition (Tasks 2-7):	**$11,200**
Drilling Subcontractor (Task 2-5):	**$9,900**
Laboratory (Tasks 2-5):	**$19,300**
Reporting (Task 8):	**$15,700**
F&A Project Total	**$63,000**
Potential Brownfields Program Fees to TDEC	**$5,000**

Pending the findings of this work plan, additional information may be required by the selected construction contractor for development of construction health and safety documents and for disposal of impacted soil, and is anticipated to be covered under construction related services.

Schedule

F&A is prepared to begin preparation of the work plan and coordination with TDEC upon approval. F&A will attempt to initially begin TSQ Screening for the suspected "non-environmentally impacted" properties. If possible, ROW work could begin with the suspected non-impacted properties. Based on an estimated Shelby County approval date of April 16, the estimated project schedule includes:

April 16-April 27:	Work Plan Development, TSQ Investigations
April 30-May 25:	TDEC Review/Approval, TSQ Report Prep.
May 25-June 12:	Property Access, Scheduling, TSQ Submittal
June 15-June 29:	Data Acquisition/Analysis
July 1-July 10:	Report Preparation
July 13-August 7:	TDEC/TDOT Review and Approval
August 10-August 21:	Prepare Environmental Specifications for Bid Package (If Necessary)

Assumptions

Due to significant insurance and permitting requirements the environmental scope of work does not include data collection within the railroad ROW.

Thank you for the opportunity to provide these services to you. Should you have any questions or require additional information, please give me a call.

Sincerely,

FISHER & ARNOLD, ENVIRONMENTAL

Richard E. Gafford, P.E.
Vice President

Gene M. Bailey, P.E.
Principal
(Reviewed by)

REG/mkg

Attachments: Figures 1 & 2

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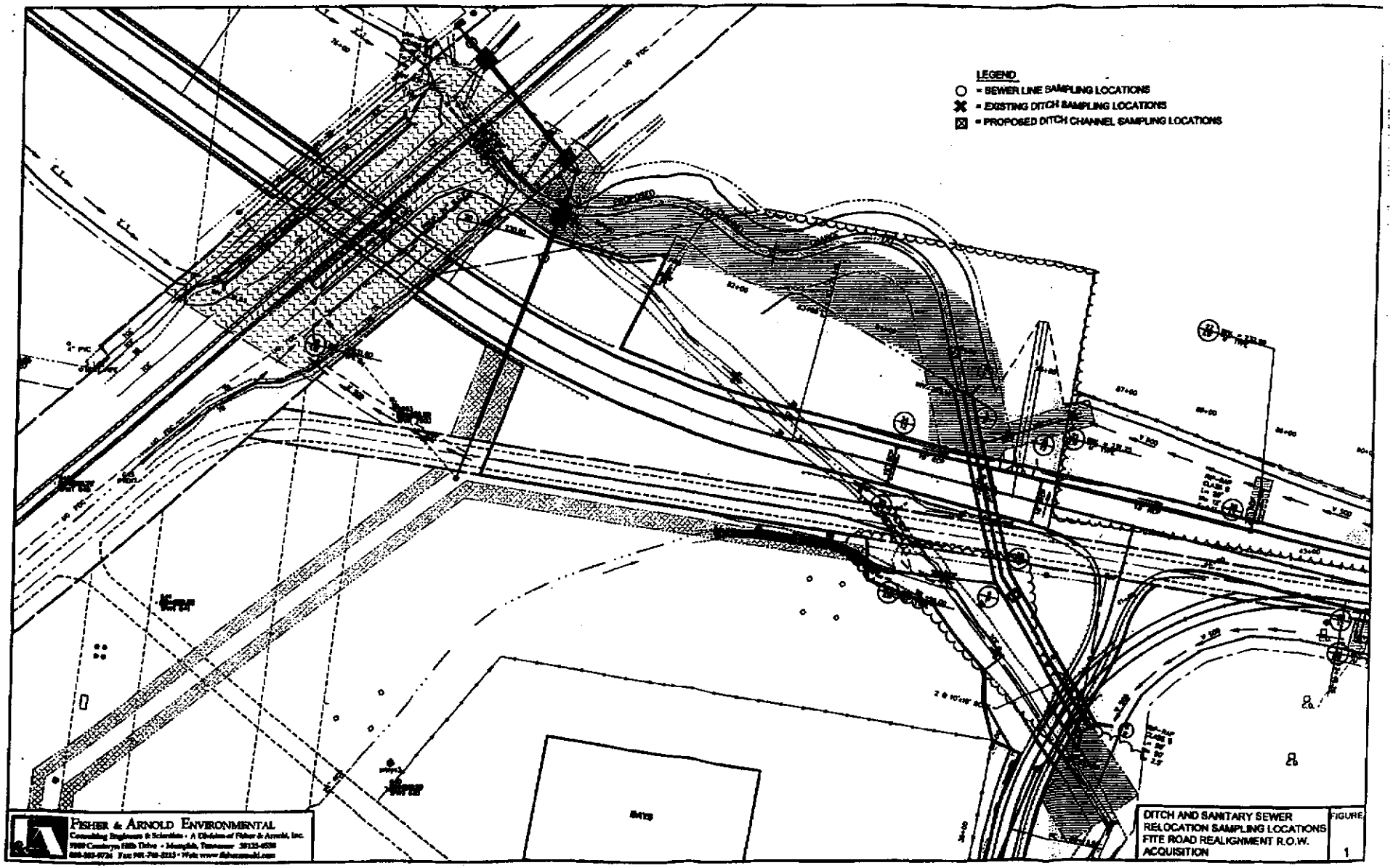
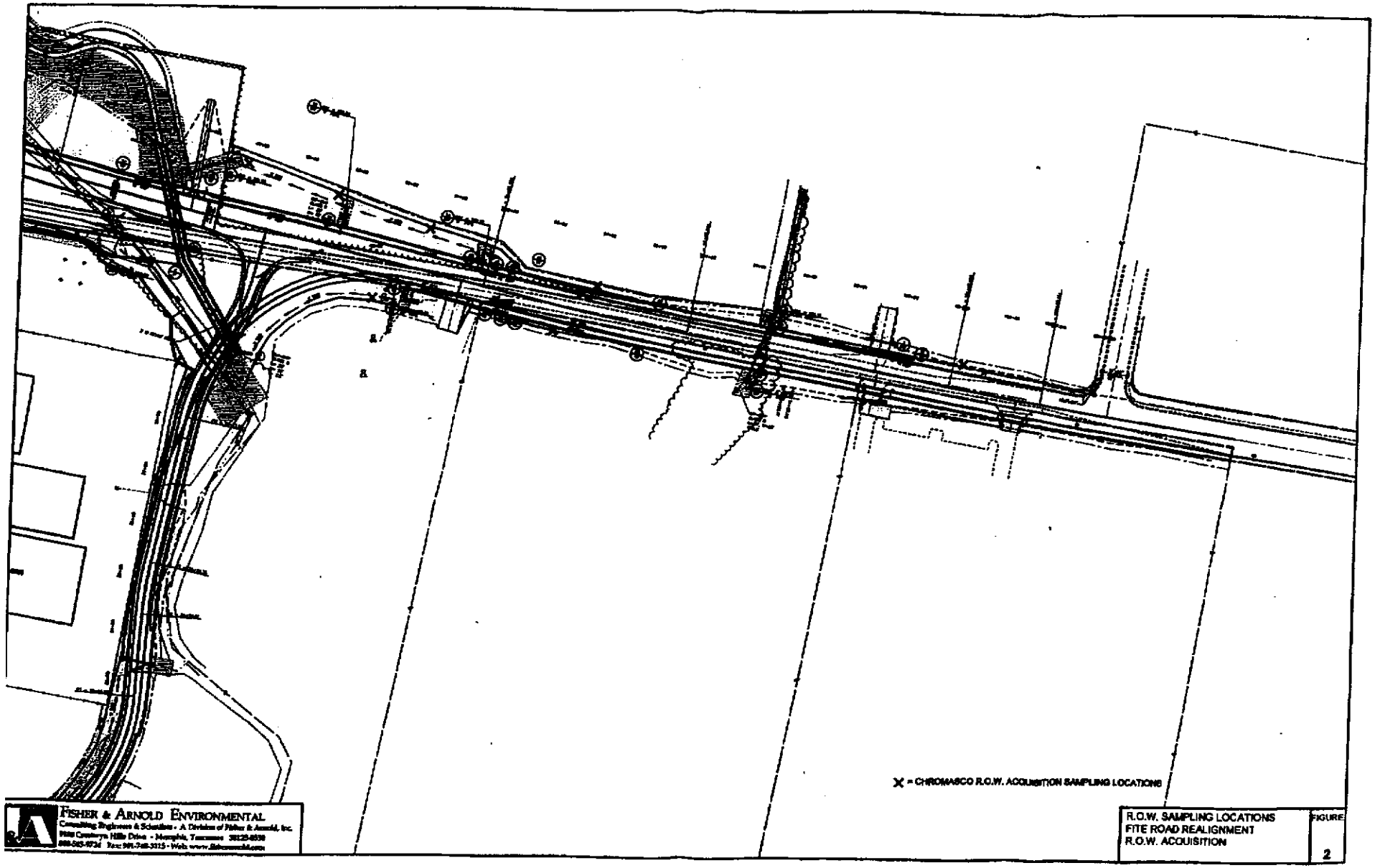

LEGEND
○ = SEWER LINE SAMPLING LOCATIONS
✖ = EXISTING DITCH SAMPLING LOCATIONS
⊠ = PROPOSED DITCH CHANNEL SAMPLING LOCATIONS
FISHER & ARNOLD ENVIRONMENTAL
DITCH AND SANITARY SEWER RELOCATION SAMPLING LOCATIONS FITE ROAD REALIGNMENT R.O.W. ACQUISITION
FIGURE 1



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R.O.W. SAMPLING LOCATIONS
FITE ROAD REALIGNMENT
R.O.W. ACQUISITION

FIGURE 2