

COPY

**Agreement Number Y-9245
Supplement Number 1**

This SUPPLEMENT AGREEMENT is made and entered into this 8th day of December, 2005, by and between the Washington State Department of Transportation, hereinafter called the "STATE", and David Evans & Associates Inc., hereinafter called the "CONSULTANT".

WHEREAS, the parties hereto have previously entered into an AGREEMENT for professional services, said AGREEMENT being Y-9245 dated May 16, 2005.

NOW THEREFORE, in consideration of the promises, covenants, terms, conditions, and performances contained herein, or attached and incorporated and made a part hereof, the parties mutually agree as follows:

Each and every provision of the original AGREEMENT, shall remain in full force and effect except as expressly modified by the following:

**XIII
Legal Relations**

Section XIII, "Legal Relations", page 11 of the existing agreement currently states "The CONSULTANT's professional liability to the STATE shall be limited to the accumulative amount of the authorized task order(s) or one million (\$1,000,000) dollars, whichever is greater."

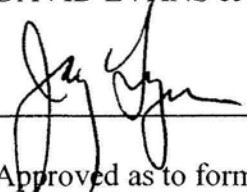
The above sentence is hereby replaced with the following sentence.

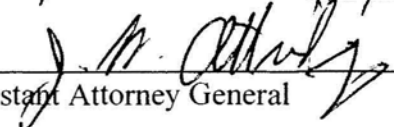
"The CONSULTANT's professional liability to the STATE shall be limited to the accumulative amount of the authorized task order(s) or one million (\$1,000,000) dollars, whichever is greater, up to a maximum of fifteen million (\$15,000,000)."

IN WITNESS WHEREOF, the parties hereto have executed this SUPPLEMENT AGREEMENT as of the day and year first above written.

DAVID EVANS & ASSOCIATES Inc.

WASHINGTON STATE DEPARTMENT
OF TRANSPORTATION


Approved as to form on this 7th day of December, 2005.

By: 
Assistant Attorney General