

CONTRACT AMENDMENT

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| Amendment #2 C150477 | Original Contract CMS # 30617 | Amendment CMS # 52766 |
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1) PARTIES

This Amendment to the above-referenced Original Contract (hereinafter called the Contract) is entered into by and between La Plata Water Conservancy District (hereinafter called "Contractor"), and the STATE OF COLORADO (hereinafter called the "State") acting by and through the Department of Natural Resources, Colorado Water Conservation Board, (hereinafter called the "CWCB").

2) EFFECTIVE DATE AND ENFORCEABILITY

This Amendment shall not be effective or enforceable until it is approved and signed by the Colorado State Controller or designee (hereinafter called the "Effective Date"), but shall be effective and enforceable thereafter in accordance with its provisions. The State shall not be liable to pay or reimburse Contractor for any performance hereunder, including, but not limited to costs or expenses incurred, or be bound by any provision hereof prior to the Effective Date.

3) FACTUAL RECITALS

The Parties entered into the Contract for/to the La Plata River Water Resources Operations Model in the Southwest Basin.

4) CONSIDERATION

Consideration for this Amendment consists of the payments to be made hereunder and the obligations, promises, and agreements herein set forth.

5) LIMITS OF EFFECT

This Amendment is incorporated by reference into the Contract, and the Contract and all prior amendments thereto, if any, remain in full force and effect except as specifically modified herein.

6) MODIFICATIONS.

The Contract and all prior amendments thereto, if any, are modified as follows:

a. 5. TERM and EARLY TERMINATION is amended to read as follows: "The Parties respective performance under this Grant shall terminate on December 31, 2013 unless sooner terminated or further extended as specified elsewhere herein.

b. 6.a. Completion: Grantee shall complete the Work and its other obligations as described herein and in the Exhibit A on or before December 31, 2013. The State shall not be liable to compensate Grantee for any Work performed prior to the Effective Date or after the termination of this Grant.

c. The Schedule that was included in the Original Contract's Scope of Work shall be replaced by the updated schedule attached hereto as **Exhibit 2**.

7) EFFECTIVE DATE OF AMENDMENT

The effective date hereof is upon approval of the State Controller or their delegate.

8) ORDER OF PRECEDENCE

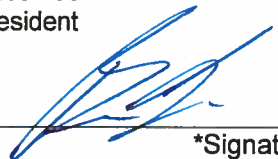
Except for the Special Provisions, in the event of any conflict, inconsistency, variance, or contradiction between the provisions of this Amendment and any of the provisions of the Contract, the provisions of this Amendment shall in all respects supersede, govern, and control. The most recent version of the Special Provisions incorporated into the Contract or any amendment shall always control other provisions in the Contract or any amendments.

9) AVAILABLE FUNDS

Financial obligations of the state payable after the current fiscal year are contingent upon funds for that purpose being appropriated, budgeted, or otherwise made available.

THE PARTIES HERETO HAVE EXECUTED THIS AMENDMENT

* Persons signing for Contractor hereby swear and affirm that they are authorized to act on Contractor's behalf and acknowledge that the State is relying on their representations to that effect.

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| <p align="center">CONTRACTOR La Plata Water Conservancy District</p> <p>By: Brice Lee Title: President</p> <p> _____ *Signature</p> <p>Date: <u>1/16/13</u></p> | <p align="center">STATE OF COLORADO John W. Hickenlooper, GOVERNOR Mike King, Department of Natural Resources</p> <p>By: <u>Rebecca Mitchell</u> By: <u>Eric Hecox</u>, Section Chief, Water Supply Planning <u>Rebecca Mitchell</u> Section CWCB</p> <p>Date: <u>1/18/2013</u></p> |
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ALL CONTRACTS REQUIRE APPROVAL BY THE STATE CONTROLLER

CRS §24-30-202 requires the State Controller to approve all State Contracts. This Contract is not valid until signed and dated below by the State Controller or delegate. Contractor is not authorized to begin performance until such time. If Contractor begins performing prior thereto, the State of Colorado is not obligated to pay Contractor for such performance or for any goods and/or services provided hereunder.

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| <p align="center">STATE CONTROLLER David J. McDermott, CPA</p> <p>By: <u>Susan Borup</u></p> <p>Name and Title: Susan Borup, DNR Controller</p> <p>Date: <u>1/29/13</u></p> |
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