<u>Fifth Amendment</u>
To the agreement between
the Nebraska Community Foundation, Inc.
and Headwaters Corporation, Private Consultant

This Fifth Amendment to the Agreement between the Nebraska Community Foundation, Inc. ("Foundation") of Lincoln, Nebraska and Headwaters Corporation ("Consultant"), a private consultant of Kearney, Nebraska is made effective January 1, 2013.

The purpose of this amendment is to:

(1) Extend the contract between Foundation and Consultant for Executive Director's Office services from January 1, 2013 to December 31, 2013 to provide the services as described in Exhibit A
(2) To provide Consultant with the budget as described in Exhibit B.

All other terms of the original agreement remain in effect as originally written.

The following parties agree to the terms of this Agreement.

For the Consultant:

_____
Jerry F. Kenny, Ph.D.
President and CEO
Headwaters Corporation

For the Foundation:

_____
Diane M. Wilson
Chief Financial & Administrative Officer
Nebraska Community Foundation, Inc.

Exhibit A
Scope of Services
Platte River Recovery Implementation Program
Executive Director and Staff

Task 1. Basic Duties – Maintain the Office of the Executive Director (EDO) in Central Nebraska (4411 4th Avenue, Suite 6, Kearney, Nebraska 68845) and provide the managerial, administrative, and technical assistance required of the Governance Committee to implement the Platte River Recovery Implementation Program.

Task 2. **2013 Work Plan Items –** The Executive Director and staff are responsible for implementation, either directly or through oversight, of activities as defined in the 2013 Work Plan. The following lists provide an overview summary of the activities that the EDO will perform in 2013:

Provide direction and oversight and review work progress for contract conformance and payment approval for on-going work by contractors and consultants including:

- All species and physical process monitoring activities
- Sediment augmentation activities
- FSM proof of concept activities
- Permit activities for in-channel work
- Directed research activities for Adaptive Management Plan requirements
- Database management system development and maintenance activities
- ISAC and peer review activities
- Water Action Plan feasibility studies, design studies, and implementation actions
- J2 Regulating Reservoir investigations and design/construction activities in support of CNPPID
- Ground water recharge and management investigations and implementation activities
- Directed investigations for Water Plan requirements
- Routine operations and maintenance of facilities, agricultural and range activities, and basic land management
- Land management and habitat rehabilitation projects
- Recreational Access program activities
- Special advisor activities as assigned by ED or EDO

Provide services as appropriate in the following Program areas:

- Engineering, hydraulic, and hydrologic analyses in support of Water Plan
- Develop hydrologic conditions report monthly or in prescribed time period blocks
- Develop water purchase and lease agreements with various entities including NPPD, CPNRD, and CNPPID

- Land evaluation and acquisition services
- Land management services including oversight of tenants and agricultural operations
- Implementation of Good Neighbor Policy
- Develop system-level hypothesis testing approach – spatial, temporal, sequencing, and experimental design aspects and proceed with implementation
- Develop priority list of lands for each type of experiment and integrate with other ongoing efforts and proceed with implementation

Coordinate, attend, and provide support for scheduled meetings of Governance and Finance Committees, Land, Water, Technical, and Independent Science Advisory Committees, and other ad hoc committees as they occur.

Task 3. Project Library/Archive — Maintain a library and archive of materials generated for project, collection may include hard copy and electronic materials. The materials in the archive/library will include documents and other materials from both the Cooperative Agreement Phase and the First Increment of the Implementation Program.

Task 4. Other Duties — Perform other duties of the Office of the Executive Director, such as:

- Coordination and communication among Program participants
- Distribution of materials to participants
- Communication with state, federal, and local organizations as appropriate
- Prepare work plan and budget for review by the Finance Committee and approval by the Governance Committee
- Prepare agreements/contracts and amendments
- Process contractor invoices
- Coordination with Nebraska Community Foundation on contractual and financial matters
- Coordination with Platte River Recovery Implementation Foundation on land interest holding matters
- Prepare and provide outreach/public education activities for the Program
- Provide a review of Program tasks and periodically report on the status and progress of each task to the Governance Committee

Exhibit B
Budget with Approved Hourly Rate
& Reimbursable Expenses Price Schedules

I. Budget

A. Labor Cost

Item	No. Staff	Average Billing Rate ($)	Total Hours	Cost ($)
Executive Director	1	125.18	1,800	225,323.29
Senior Directors	5	82.35	8,440	695,056.47
Assistant Support Staff	7	47.43	11,780	564,799.52
Administrative Staff	2	40.08	1,900	76,150.09
Subtotal-Labor Cost				$1,561,329.38

B. Direct Cost

Item	Unit Rate ($)	Months or Units	Cost ($)
Office Rent	8,000.00	12	96,000.00
Phones and Utilities	3,200.00	12	38,400.00
Insurance	15,000.00	1	15,000.00
Professional/Civic Memberships			
Equipment (off. - prchse&maint)	400.00	12	4,800.00
Travel/Meeting Expenses	8,200.00	12	98,400.00
Misc. Expenses (postage, supplies)	1,000.00	12	12,000.00
Misc. Services (acct, payroll, legal)	2,000.00	12	24,000.00
Contingency	25,000.00	1	25,000.00
Subtotal-Direct Cost			$313,600.00

Note: Direct costs such as rent, utilities, and insurance shown above represent the proportionate share of total such costs attributable to PRRIP based primarily on fee distribution amongst all Headwaters Corporation's clients. A proportionate factor of 80% for PRRIP is used, which provides a conservative buffer to ensure that no client pays a disproportionate share of billable direct costs.

C. Total Budget **$1,874,929.38**

II. Approved Hourly Rate and Reimbursable Expenses Price Schedules

A. Approved Hourly Rate Price Schedule

Item	Maximum Billing Rate ($)
Executive Director	125.18
Senior Director Staff	98.75
Assistant Support Staff	68.37
Administrative Assistant	58.35

Rates include salary, vacation, holiday, professional development, health insurance, life insurance, FICA, retirement, unemployment insurance and other similar items, and profit.

The billing rate for the Executive Director is fixed. The remaining billing rates will remain under the caps established by category, but will be set and reported on an individual basis by employee. Invoices will provide detail of hours expended during billing period and applicable billing rate by individual.

B. Reimbursable Expenses Price Schedule

All direct costs will be supported by invoice and billed at actual cost.

There will be no charges for computer usage and related technology.

Mileage will be charged at a rate of $0.550 per mile or the IRS approved rate for Business.