

**AMENDMENT NO: 2
TO AGREEMENT
BETWEEN
CITY OF MINOT AND PROGRAM ADMINISTRATOR**

This Amendment No: 2 is made and entered into this 6th day of February, 2017 to the Agreement between CDM Smith Inc. (CDM Smith) ("Program Administrator") and City of Minot ("OWNER") dated June 6, 2016, ("the Agreement").

WHEREAS, PROGRAM ADMINISTRATOR and OWNER entered into the Agreement for National Disaster Resilience Grant Administrative and Project Delivery Services, and

WHEREAS, the parties desire to amend the Agreement so as to amend the scope of work, time periods of performance and payment, and/or responsibilities of OWNER; and

WHEREAS, the Agreement provides that any amendments shall be valid only when expressed in writing and signed by the parties.

NOW THEREFORE, in consideration of the mutual understandings and Agreements contained herein, the parties agree to amend the Agreement as follows:

1. The Basic Services of PROGRAM ADMINISTRATOR as described in the Agreement are amended and supplemented as follows:

In Exhibit A - CDM Smith Scope of Services, Project 3: Foster Economic Resilience and Diversification, remove Activity 3.1 Relocate City Hall and Co-locate a Social Services Center, and add the following Activity:

Activity 3.2 – Create a Center for Technical Education

Background

Maintaining a sustainable, diverse economy may be the greatest challenge to the region's long-term resilience and recovery. The City of Minot must maintain a sustainable, resilient economy despite the oil industry's ups and downs. The community college and technical education center closest to Minot is 85 miles away in Bottineau, which is only accessible via two-lane rural roads. The distance and winter driving conditions make Dakota College at Bottineau an untenable option for many Minot residents. Technical education is often the best option for those looking to re-enter the workforce, improve job skills, or take employer-required training.

This task will use NDR funds to build a Center for Technical Education (CTE). CDM Smith project delivery services included in this task are as follows:

Task 3.2.1 Create a Center for Technical Education Advisory Committee

CDM Smith will work with the City of Minot to create a Center for Technical Education Advisory Committee. CDM Smith will engage this committee to help identify key issues to the design and development of the facility, review results of surveys, review documents and analyses, identify gaps, provide historic context, and provide input from the community.

Task 3.2.2 Conduct a needs assessment and define market area

Conduct a needs assessment for post-secondary training and workforce education in Minot including the following:

- Technical education, certificate programs, specialized training and apprenticeship
- Customized workforce training and workforce development for business and industry
- Post-secondary career education
- Target industry education and training
- Veteran training services

CDM Smith will work with the City, Advisory Committee, and other interested parties during this assessment. At least one survey will be developed and deployed to gather information from local businesses. CDM Smith will work with Dakota College to define the market area demand for training and education and gaps in existing services. Based on the results of the analysis and surveys, CDM Smith will develop recommendations for near term, mid-term and long-term training and educational programming for Minot CTE.

Task 3.2.3 Financial and operational strategy

CDM Smith will work with the City and Advisory Committee to develop funding and financing strategies for additional capital resources required to develop the CTE facility and to engage appropriate entities to support funding and financing efforts. MSU will prepare the operational plan for facility staffing, equipment and furnishings procurement, building management and maintenance, safety and security requirements, etc.

Task 3.2.4 Develop site location and building criteria

CDM Smith and the City will work with the selected architect/engineer to develop building plans and specifications. Once plans and specifications are developed, the advisory committee will review and provide feedback prior to the plans being finalized.

CDM Smith will work with the City to identify site evaluation criteria, conduct site reviews, recommend site(s) to Advisory committee, select final building site, conduct necessary site due diligence, review final site analysis, acquire site. Additionally, CDM Smith will complete the required environmental review.

Once the final building plans and specifications are completed, CDM Smith will work with MSU to secure required approvals.

Task 3.2.5 Construction Process

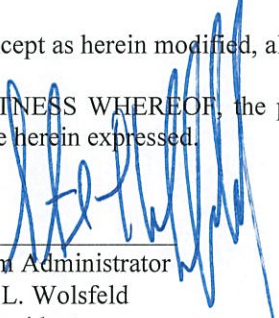
CDM Smith will prepare bid documents and advertise them in accordance to local, state and federal regulations. CDM Smith will work with the City during contractor selection, awarding the bid, and construction management.

CDM Smith will monitor project progress, meet regularly with the design partners and contractor regarding project status, monitor and document compliance with applicable HUD and City regulations (including Davis Bacon), and provide regular status reports to the City.

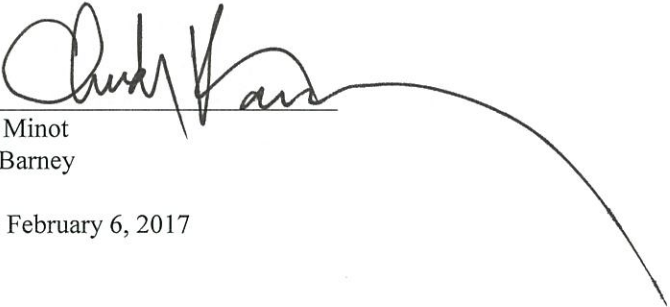
Assumptions

- 1 facility will be built or rehabilitated.
 - One environmental assessment will be conducted.
2. The responsibilities of OWNER as described in the Agreement are amended and supplemented as follows:
City of Minot staff will work with CDM Smith as defined in the above scope.
3. The time periods for the performance of PROGRAM ADMINISTRATOR's services as set forth in the Agreement are amended and supplemented as follows:
No change.
4. The payment for services rendered by PROGRAM ADMINISTRATOR shall be as set forth below:
The existing budget allocated to Activity 3.1 will be used for this activity, so the overall contract upper limit remains unchanged.
5. Except as herein modified, all terms and conditions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this amendment on the date indicated above for the purpose herein expressed.



Program Administrator
Steven L. Wolsfeld
Vice President
DATE: February 6, 2017



City of Minot
Chuck Barney
Mayor
DATE: February 6, 2017