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| FORM CD-451 (REV 10/98) | U.S. DEPARTMENT OF COMMERCE | <input checked="" type="checkbox"/> GRANT <input type="checkbox"/> COOPERATIVE AGREEMENT |
| AMENDMENT TO FINANCIAL ASSISTANCE AWARD | | ACCOUNTING CODE **See Attached** |
| | | AWARD NUMBER 46-50-M09053 |

| | |
|--|------------------------------|
| RECIPIENT NAME South Dakota Bureau of Information & Telecommunications | AMENDMENT NUMBER 2 |
|--|------------------------------|

| | |
|---|---|
| STREET ADDRESS 700 Governor's Drive | EFFECTIVE DATE JUN 29 2010 |
|---|---|

| | |
|---|---|
| CITY, STATE ZIP Pierre, SD 57501-2291 | EXTEND WORK COMPLETION TO December 19, 2014 |
|---|---|

CFDA NO. AND PROJECT TITLE:
 11.558 American Recovery and Reinvestment Act-SBDD-State of South Dakota, Bureau of Information & Telecommunications

| COSTS ARE REVISED AS FOLLOWS: | PREVIOUS ESTIMATED COST | ADD | DEDUCT | TOTAL ESTIMATED COST |
|-------------------------------|-------------------------|---------------|---------------|-----------------------|
| FEDERAL SHARE OF COST | \$1,899,328.00 | \$0.00 | \$0.00 | \$1,899,328.00 |
| RECIPIENT SHARE OF COST | \$474,819.00 | \$0.00 | \$0.00 | \$474,819.00 |
| TOTAL ESTIMATED COST | \$2,374,147.00 | \$0.00 | \$0.00 | \$2,374,147.00 |

REASON(S) FOR AMENDMENT
 This grant is hereby amended to acknowledge receipt of the (1) approved revised SF-424A budget information to comply with SAC No. 9 - Matching Fund; (2) SAC No. 15 - Contractor Scope of Work and (3) SAC No.16 - Contract Agreement with One Economy Corporation (12/17/09 to 12/17/11) for \$1,326,407.

ALL PREVIOUS TERMS & CONDITIONS REMAIN IN EFFECT.

This Amendment approved by the Grants Officer is issued in triplicate and constitutes an obligation of Federal funding. By signing the three documents, the Recipient agrees to comply with the Amendment provisions checked below and attached, as well as previous provisions incorporated into the Award. Upon acceptance by the Recipient, two signed Amendment documents shall be returned to the Grants Officer and the third document shall be retained by the Recipient. If not signed and returned without modification by the Recipient within 30 days of receipt, the Grants Officer may unilaterally terminate this Amendment.

Special Award Conditions
 Line Item Budget
 Other:

| | |
|--|-------------------------------|
| SIGNATURE OF DEPARTMENT OF COMMERCE GRANTS OFFICER Joyce Brigham <i>Joyce F. Brigham</i> | DATE <i>6/28/10</i> |
|--|-------------------------------|

| | |
|--|------------------------------|
| TYPED NAME, TYPED TITLE, AND SIGNATURE OF AUTHORIZED RECIPIENT OFFICIAL <i>Jim Edman Deputy Commissioner Jim Edman</i> | DATE <i>7/6/10</i> |
|--|------------------------------|

Award Number: 46-50-M09053, Amendment Number 2

Federal Program Officer: Anne Neville

Requisition Number: M09053

Employer Identification Number: 46-6000364

Dun & Bradstreet No: 961584880

Recipient ID: 1137927

Requestor ID: 1137927

Treasury Account Symbol (TAS): 0554

Award ACCS Information

| Bureau Code | FCFY | Project-Task | Org Code | Obj Class | Obligation Amount |
|-------------|------|--------------|------------------------|-------------|-------------------|
| 61 | 2010 | 4805011-300 | 06-10-0000-00-00-00-00 | 41-19-00-00 | \$0.00 |

Award Contact Information

| Contact Name | Contact Type | Email | Phone |
|---------------|----------------|-----------------------|----------------|
| Mr. Jim Edman | Administrative | Jim.Edman@state.sd.us | (605) 773-4861 |

NIST Grants Officer:

Joyce Brigham
100 Bureau Drive, MS 1650
Gaithersburg, MD 20899-1650
(301) 975 - 6329

NIST Grants Specialist:

Jacqueline Roberts
100 Bureau Drive, MS 1650
Gaithersburg, MD 20899-1650
(301) 975 - 2005

**AMERICAN RECOVERY AND REINVESTMENT ACT
STATE BROADBAND DATA AND DEVELOPMENT GRANT PROGRAM
SPECIAL AWARD CONDITIONS**

16. Contracts Agreements

In accordance with Special Award Condition Number 16 the following contracts were received by the Grants Office at NIST:

1. One Economy Corporation – December 17, 2009 – December 17, 2011 for the amount of \$1,326,407.00.

As required by Special Award Condition Number 16 any contracts agreement shall be submitted to the NTIA Program Officer and NIST Grants Officer.

BUDGET INFORMATION - Non-Construction Programs

OMB Approval No. 0348-0044

| SECTION A - BUDGET SUMMARY | | | | | | |
|--|---|-----------------------------|-----------------|-----------------------|-----------------|-----------------|
| Grant Program Function or Activity (a) | Catalog of Federal Domestic Assistance Number (b) | Estimated Unobligated Funds | | New or Revised Budget | | |
| | | Federal (c) | Non-Federal (d) | Federal (e) | Non-Federal (f) | Total (g) |
| 1. Broadband Mapping | 11.558 | \$ | \$ | \$ 1,899,328.00 | \$ 474,819.00 | \$ 2,374,147.00 |
| 2. | | | | | | 0.00 |
| 3. | | | | | | 0.00 |
| 4. | | | | | | 0.00 |
| 5. Totals | | \$ 0.00 | \$ 0.00 | \$ 1,899,328.00 | \$ 474,819.00 | \$ 2,374,147.00 |
| SECTION B - BUDGET CATEGORIES | | | | | | |
| 6. Object Class Categories | GRANT PROGRAM, FUNCTION OR ACTIVITY | | | | | Total (5) |
| | (1) Broadband Mapping | (2) | (3) | | | |
| a. Personnel | \$ 178,737.00 | \$ | \$ | \$ | \$ | \$ 178,737.00 |
| b. Fringe Benefits | 53,389.00 | | | | | 53,389.00 |
| c. Travel | 28,990.00 | | | | | 28,990.00 |
| d. Equipment | 68,180.00 | | | | | 68,180.00 |
| e. Supplies | 0.00 | | | | | 0.00 |
| f. Contractual | 1,372,032.00 | | | | | 1,372,032.00 |
| g. Construction | 0.00 | | | | | 0.00 |
| h. Other | 672,819.00 | | | | | 672,819.00 |
| i. Total Direct Charges (sum of 6a-6h) | 2,374,147.00 | | 0.00 | 0.00 | 0.00 | 2,374,147.00 |
| j. Indirect Charges | | | | | | 0.00 |
| k. TOTALS (sum of 6i and 6j) | \$ 2,374,147.00 | \$ 0.00 | \$ 0.00 | \$ 0.00 | \$ 0.00 | \$ 2,374,147.00 |
| 7. Program Income | | \$ | \$ | \$ | \$ | \$ 0.00 |

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Standard Form 424A (Rev. 7-97)
Prescribed by OMB Circular A-102