

Maquoketa Valley Electric Cooperative wishes to further clarify paragraph 10.35 Contingent Awards on page 14 of the contract.

If locations are later deemed ineligible for grant funds, it could significantly alter the cost per passing due to differences in terrain in each project.

A redlined version of page 14 is attached.

- Party of the occurrence and reason for the delay. The Parties shall make every effort to minimize the time of nonperformance and the scope of work not being performed due to the unforeseen events.
- 10.35. *Contingent Awards.* If at the time an Award is made the Office's determination of whether any geographic area forming the basis of a proposed Project(s), in whole or in part, or any Project(s) itself, in whole or in part, is eligible to receive funding under the Program is currently subject to challenge, or the Office's administration of the Award process resulting in the Award forming the basis of this Agreement is subject to challenge, including any subsequent judicial review or appeal from any administrative challenge process, the Office may proceed to enter into this Agreement the Grantee. Notwithstanding the foregoing or anything in this Agreement to the contrary, the aspect(s) of the Office's Award(s) that is subject to such challenge at the time of the execution of this Agreement shall be valid and enforceable only to the extent the Office's original determination or Award, as applicable, is ultimately upheld at the end of the entire appeals and contested case process once final, including judicial review and any subsequent appeal therefrom. If a geographic area or a Project(s) itself is ultimately determined to not be eligible, in whole or in part, or a portion of an Award is later deemed invalid, in whole or in part: the Grantee shall not be entitled to any grant funds or reimbursement to the extent of any such noneligibility or invalidity; the Office may ~~require~~ ^{shall} the Grantee to amend the Agreement to reflect such result; and the Grantee will be required to reimburse the Office for any corresponding funds previously distributed by the Office, including as it relates to any advance payments or prepayments.

shall allow

The grantee will resubmit cost forms (Exhibit B, C, D) to reflect changes in individual project costs due to terrain.