

CONTRACT AMENDMENT

Amendment #1	Original Contract CMS # 42666	Amendment CMS # 56040
---------------------	--------------------------------------	------------------------------

1) PARTIES

This Amendment to the above-referenced Original Contract (hereinafter called the Contract) is entered into by and between 22nd Century Staffing, Inc. (hereinafter called "Contractor"), and the STATE OF COLORADO (hereinafter called the "State") acting by and through the Department of Personnel & Administration, Division of Finance and Procurement, State Purchasing Office (hereinafter called the "State" or "SPO").

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"). 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 to provide Temporary Personnel Services under this Price Agreement.

4) CONSIDERATION-COLORADO SPECIAL PROVISIONS

The Parties acknowledge that the mutual promises and covenants contained herein and other good and valuable consideration are sufficient and adequate to support this Amendment.

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:

Replace **§6 STATEMENT OF WORK E. Performance**

iii. The use of any resulting Price Agreement shall be consistent with Department of Personnel Rules, including:

10-3(E). A department shall not use a succession of alternating temporary employment and personal services contracts in order to avoid either the timely creation or filling permanent positions. This does not preclude a person from working under contract for longer than six months if otherwise authorized by law. Persons that have worked as a state temporary may be retained subsequently as a contract worker in a different department.

10-4(F). A personal services contract shall not create an employment relationship.

With **§6 STATEMENT OF WORK E. Performance**

iii. The use of any resulting Price Agreement shall be consistent with Department of Personnel Rules. The length of employment for Temporary Leased Workers shall be consistent with the length of employment for state temporary employees as permitted by Department of Personnel Rules. A personal services contract shall not create an employment relationship.

7) START DATE.

This Amendment shall take effect on the later of its Effective Date or June 1, 2013.

8) ORDER OF PRECEDENCE

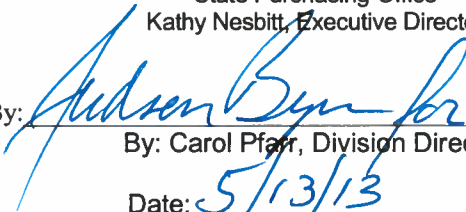
Except for the Special Provisions, in the event of any conflict, inconsistency, variance, or contradiction between the provisions of this Amendment and any of the provisions of the Contract, the provisions of this Amendment shall in all respects supersede, govern, and control. The most recent version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

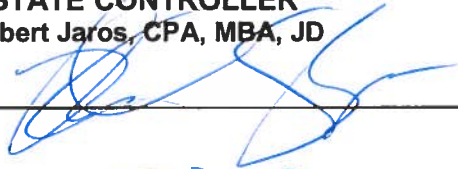
* Persons signing for Contractor hereby swear and affirm that they are authorized to act on Contractor's behalf and acknowledge that the State is relying on their representations to that effect.

CONTRACTOR 22nd Century Staffing, Inc. By: Satvinder Singh Title: President  _____ *Signature Date: <u>May 8, 2013</u>	STATE OF COLORADO John W. Hickenlooper, Governor Department of Personnel & Administration Division of Finance and Procurement State Purchasing Office Kathy Nesbitt, Executive Director By:  _____ By: Carol Pfaff, Division Director Date: <u>5/13/13</u>
--	---

ALL CONTRACTS REQUIRE APPROVAL BY THE STATE CONTROLLER

CRS §24-30-202 requires the State Controller to approve all State Contracts. This Amendment 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.

STATE CONTROLLER
Robert Jaros, CPA, MBA, JD

By: 

Date: 5-22-2013