

FIRST AMENDMENT

TO

MEMORANDUM OF UNDERSTANDING BETWEEN AMERICAN UNIVERSITY AND MIAMI DADE COLLEGE

This FIRST AMENDMENT TO MEMORANDUM OF UNDERSTANDING BETWEEN AMERICAN UNIVERSITY AND MIAMI DADE COLLEGE (the "First Amendment") is made and entered into as of June 25, 2012 (the "Effective Date" of this First Amendment), by and among American University, located at 4400 Massachusetts Avenue, NW, Washington, DC 20016 ("AU") and Miami Dade College located at 300 NE 2nd Avenue, Miami, FL 33132 ("MDC"), each a "Party" and, collectively referred to herein as the "Parties".

WHEREAS, the Parties entered into that certain Memorandum of Understanding , effective on April 26, 2012 ("MOU") and;

WHEREAS, the Parties desire to amend certain terms of the Agreement to clarify and memorialize the current business arrangement of the Parties.

NOW, THEREFORE, in consideration of the promises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereto agree as follows:

1. Amendments.

A. The Parties agree to add section II(A)(2a) to the MOU with the following:

(2a) MDC students under this MOU must meet AU's University Mathematics requirements for transfer students as specified in the AU catalog for the academic year of admission.

2. No Other Amendments. Except as expressly set forth herein, there are no other agreements or understandings, written or oral, between the Parties that are not fully and completely set forth or described herein. Except to the extent specifically amended hereby, all terms and provisions of this First Amendment and the MOU shall remain in full force and effect in accordance with their respective terms.

3. Counterparts. This First Amendment may be executed in any number of counterparts, each of which were so executed and delivered shall be an original, but all of which shall constitute one and the same instrument.

4. Governing Law. This First Amendment shall be governed by the laws of the District of Columbia.

5. Binding Effect. This First Amendment shall be binding upon and inure to the benefit of the Parties and their respective legal representatives, executors, administrators, successors and assigns.

IN WITNESS WHEREOF, the Parties have caused this First Amendment to be duly executed as of the date first written above.

AMERICAN UNIVERSITY

MIAMI DADE COLLEGE



By: Scott A. Bass, Ph.D.
Provost



By: Rolando Montoya, Ed.D.
Provost