

FIRST AMENDMENT TO AGREEMENT

18-04-09 orig contract #

This First Amendment ("Amendment") shall be deemed a material part of that certain Election Services Agreement by and between Election Systems & Software, LLC, a Delaware limited liability company ("ES&S") and Tooele County, Utah ("Customer") dated May 11, 2018 ("Agreement"). The terms of this Amendment shall modify and supersede any and all inconsistent terms of the Agreement. Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Agreement.

RECITALS

WHEREAS, ES&S and Customer entered into the Agreement under which ES&S will be performing certain services for Customer;

WHEREAS, both ES&S and Customer wish to amend the Agreement with respect to said services in order to extend the Term of the Agreement.

WHEREAS, the Agreement is a valid and subsisting agreement between ES&S and Customer and both parties shall continue to be bound by the terms and conditions of the Agreement not otherwise amended herein.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

1. Incorporation of Recitals. The foregoing recitals are hereby specifically incorporated into, and deemed a material part of, this Amendment.

2. Term; Termination. Section 6 of the Agreement is hereby deleted in its entirety and replaced with the following:

6. Term; Termination. This Agreement shall be in effect for a **Three (3) Year Period beginning on May 11, 2021** (the "Term"). This Agreement may be terminated, in writing, at any time by either party if the other party breaches any material provision hereof and does not cure such breach within thirty (30) days after it receives written notification thereof from the non-breaching party.

3. Continuing Validity of Agreement. Except as specifically set forth in this Amendment, all remaining terms and conditions of the Agreement shall remain in full force and effect.

EXECUTED as of the 23<sup>rd</sup> day of Feb., 2021.

ELECTION SYSTEMS & SOFTWARE, LLC

By: *Richard J. Gallant*

Its: VP of Finance

TOOELE COUNTY, UTAH

By: *Marilyn K. Shlette*

Its: Tooele County Clerk