

AMENDMENT 1
to the
MASTER SOLUTION PURCHASE AND SERVICES AGREEMENT
between
DOMINION VOTING SYSTEMS, INC.
and
THE SECRETARY OF STATE OF THE STATE OF GEORGIA

WHEREAS, the Secretary of State of the State of Georgia ("State") and Dominion Voting Systems, Inc. ("Contractor") have entered into a Master Solution Purchase and Services Agreement dated July 29, 2019 ("Agreement");

WHEREAS, State and Contractor have agreed to further modify the Agreement by changing certain terms and conditions;

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

1. **Incorporation of Recitals.** The above recitals are true and correct and incorporated herein by this reference as if fully set forth.

2. **Section 10.1.** The State and Contractor agree to delete the original Section 10.1 of the Agreement in its entirety and replace it with the following new Section 10.1. As of the Effective Date of this Amendment 1, the following amounts have been paid by the State: Section 10.1.1 - **\$44,967,752.40**; Section 10.1.2 - **\$1,500,000.00**; Section 10.1.8 (a) - **\$5,631,740.00**; Section 10.1.8 (b) - **\$7,317,330.00**; Section 10.1.8 (c) - **\$22,332,161.60**.

10.1 **Payments.** As further provided in Contractor's fee proposal delivered by Contractor, accepted by State prior to execution of this Agreement, and attached hereto as Exhibit G (the "**Fee Schedule**"), and subject to the other terms and conditions of this Agreement, in consideration of Contractor's agreement to provide the Solution to State, deliver necessary documentation, train State Personnel, and render related services in accordance with this Agreement, Contractor shall be entitled to be paid as follows (each a "**Milestone Payment**" unless otherwise noted):

- 10.1.1 \$44,967,752.40 on the Effective Date, inclusive of initial implementation and training and initial Equipment costs.
- 10.1.2 \$1,500,000.00 for training and implementation upon certification of the November 2019 Election.
- 10.1.3 \$4,386,020.40 for remaining costs for training and implementation upon Certification of the March 2020 Presidential Preference Primary Election.
- 10.1.4 \$1,500,000.00 for final training and implementation and hold back upon Certification of the November 2020 Election.

- 10.1.5 \$834,673.35 upon Final Acceptance of election management system hardware and software to the State.
- 10.1.6 \$3,310,268.00 upon Final Acceptance of ImageCast Central scanners hardware and software for absentee/mail ballot voting.
- 10.1.7 \$1,045,000.00 upon Final Acceptance of Mobile Ballot Printing system.
- 10.1.8 The following items will be invoiced on a monthly basis upon unit Final Acceptance by the State:
- (a) Electronic Pollbook hardware and software at \$708.93/unit for a cost of \$5,671,440.00 for the first 8,000 units, and \$1,580.73/unit for a cost of \$1,097,029.00 on remaining 694 units for a total cost of \$6,768,469.00.
 - (b) ImageCast Precinct scanners hardware and software at \$2,330.36/unit for a cost of \$8,156,260.00 for the first 3,500 units, and \$5,278.33/unit for a cost of \$1,583,500 on the remaining 300 units for a total cost of \$9,739,760.00
 - (c) ImageCast X BMD hardware and software at \$735.53/unit* on the first 30,050 units, and \$3,816.40/unit on the remaining 3,500 units for a total cost of \$35,460,089.50 (* "\$735.53/unit" reflects the reduction from the milestone payment equaling \$44,967,752.40 for initial implementation and ICX BMD cost).
- 10.1.9 The remaining System costs equal to \$24,273,467.50 (or 18.14% of the total Agreement value) shall be further discounted by \$1,941,877.40 for a final payment of \$22,331,590.10 (or 16.69% of the total Agreement value), which will be paid on July 1, 2020. However, the State, in its sole discretion, has an option to pay the remaining costs \$24,273,467.50 in annual payments over nine years. This will consist of eight annual payments equaling \$2,697,052.00 starting July 1, 2020 through July 1, 2027 and a final payment of \$2,697,051.50 on July 1, 2028. The discounted amount of \$1,941,877.40 will no longer apply if the State chooses to exercise the annual payment option. The annual payment option must be exercised by the State no later than June 30, 2020.
- 10.1.10 Equipment Charges. The price for State Entity ordered Equipment, as contemplated by the Fee Schedule, shall be set out in each applicable Solution Order (the "**Equipment Charges**"). Contractor shall deliver an invoice for the relevant Equipment Charges to the State Entity following State's completion of Acceptance Testing. Notwithstanding anything contained herein to the contrary the parties acknowledge and agree that purchases of new models of Equipment released by Contractor shall be made available to the State Entities at the same price as the Equipment purchased as part of the Solution Order. Contractor shall continue to support the version of the Equipment then in use by the State Entities, including ensuring that such Equipment is supported by the Software.

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10.1.11 T&M Rates. Except as otherwise set forth in the Fee Schedule, this Agreement does not contemplate, and Contractor shall not be entitled to, payment for any of its work, overhead, or expenses on a time and materials basis.

3. **Exhibit G.** The State and Contractor agree to delete the original Exhibit G of the Agreement in its entirety and replace it with the new Exhibit G attached hereto to this Amendment 1.

4. **All Other Terms.** All other terms and provisions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment 1 to the Master Solution Purchase and Services Agreement to be executed by their duly authorized representatives as of the date first written above.

STATE OF GEORGIA OFFICE OF THE SECRETARY OF STATE	Dominion Voting Systems, Inc.
By: <u>Brad Raffensperger</u>	By: <u>[Signature]</u>
Name: <u>BRAD RAFFENSPERGER</u>	Name: <u>John Roulos</u>
Title: <u>SOS</u>	Title: <u>President & CEO</u>
Date: <u>4/28/2020</u>	Date: <u>4/10/2020</u>
By: <u>Jordan M. Fuchs</u>	
Name: <u>Jordan Fuchs</u>	
Title: <u>DSOS,</u>	
Date: <u>4/28/2020</u>	

[Signature]
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Exhibit G

To Master Solution Purchase and Services Agreement

FEE SCHEDULE

First Year Purchase Summary - Prices of equipment, technical facilities, software, and other related services for voting, vote counting, and result processing. All pricing in U.S. Dollars.

DESCRIPTION	QTY	TOTAL GROUP COST
Central Scanning Solution: Absentee / Central Count		
ImageCast Central Kit – G2140 (includes Software costs through Term)	167	
Sub-Total:		\$7,180,493.00
In-Person Voting Solution: Ballot Marking Device		
ImageCast X Kit – Prime (includes Software costs through Term)	33,100	
ImageCast X BMD Transport Bags	33,100	
ImageCast X BMD Printer Bags	33,100	
ATI Kit - ICX	3,254	
Polling Place UPS – Cyber Power model	16,550	
Polling Place UPS – Transport Carts	16,550	
Privacy Screens	34,500	
Additional Voter Cards	141,550	
Sub-Total:		\$88,363,828.00
In-Person Voting Solution: Precinct Scanner/Tabulator		
ImageCast Precinct Tabulator (includes Software costs through Term)	3800	
ImageCast Precinct Ballot Box - Plastic	3800	
ImageCast Precinct Ballot Box – Collapsible version	350	
ICP Paper Roll (98')	14000	
Seals - Pull Up / Pull Tight - Plastic - Red (25/pkg)	1120	
Seals - Pull Quick (25/pack)	560	
Seals - Tamper Evident Security Label (25/pkg)	5368	
Sub-Total:		\$12,432,320.00
In-Person Voting Solution: Electronic Pollbook Hardware and Software		
EPB Unit (Apple IPAD)	8,694	
Carrying Case (without printer)	8,694	
Stand	8,694	
Stylus	17,388	
Encoders	8,694	
Isync Drives	2,800	
Meraki MR-42 with 5 year software costs and installation is included	163	
EPB Software Costs through Term	8,694	
Administrative Dashboard/Command Center and Reporting	1	
Sub-Total:		\$7,443,037.00

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Election Management Hardware and Software		
EMS Standard Server Kit	13	
EMS Express Server Kit	150	
EED/RTR/ Adjudication Workstation Kit	52	
Smart UPS 1500 (rack mountable for Standard Server)	13	
Mobile Ballot Printing Kits	175	
Smart UPS 1500 (non-rack mountable for Express Server)	150	
Democracy Suite Standard Software Costs through the Term	1	
Adjudication Module Software Costs through the Term	1	
Automated Test Deck Module Software Costs through the Term	1	
Remote UOCAVA Module Software Costs through the Term	1	
Mobile Ballot Printing Software Costs through the Term	1	
Sub-Total:		\$3,457,673.35
Support Services		
	Days	
Implementation and Training		
Product Implementation & Support	510	
Project Management & Implementation	1716	
Logic & Accuracy Testing	640	
Training (/day)	320	
Train The Trainer: Poll worker	28	
Focus Group Survey	1	
Additional Warehousing to assist County delivery	1	
Additional air freight shipping	1	
Democracy Suite Full System Training	20	
Democracy Suite Result, Tally and Reporting	80	
ImageCast Central Operator Training	80	
ImageCast Central Adjudication Training (reserved)	80	
ImageCast Precinct Training	80	
Election Setup / Ballot Setup	1045	
On-site Services - Election Day	1280	
On-Site Services - Non-Election Day (/day)	200	
Sub-Total:		\$14,908,148.80
Total Contract Amount:		\$133,785,500.15

Ballot Marking Device Security Paper		
BMD security paper ballots	\$0.13/ballot	N/A

Price List – Standard Price List without volume discounts for future purchases by the State or Counties.

Item	UNIT PRICE
ImageCast Central G2140 - Product Kit	\$25,000.00
ImageCast Central Software License (per unit, per year)	\$2,575.00
ImageCast Central Hardware Warranty (per unit, per year)	\$1,500.00
ImageCast X Prime - Product Kit	\$3,500.00
ImageCast X Software License (per unit, per year)	\$150.00
ImageCast X Hardware Warranty (per unit, per year)	\$125.00
ImageCast Precinct Tabulator - Product Kit	\$3,900.00
ImageCast Precinct Software License (per unit, per year)	\$228.00
ImageCast Precinct Hardware Warranty (per unit, per year)	\$135.00
Mobil Ballot Printing Kit Portable High Volume	\$5,800.00
Mobil Ballot Printing Hardware Warranty (per unit, per year)	\$375.00
EMS Standard Server Kit (R630/WS2012/SS2016)	\$17,000.00
EMS Client Workstation Kit	\$1,700.00
EMS Adjudication Workstation Kit	\$1,700.00
Smart UPS 1500 (rack mountable)	\$800.00
ATI Kit - ICX - USB	\$375.00
ImageCast X Voting Booth - Standard	\$295.00
ImageCast X Prime Transport Bag - Single	\$60.00
ImageCast X BMD Printer Transport Bag	\$63.00
ImageCast Precinct Ballot Box - Plastic	\$1,000.00
ICP Paper Roll (98')	\$4.00
Seals - Pull Up / Pull Tight - Plastic - Red (25/pkg)	\$14.00
Seals - Pull Quick (25/pack)	\$6.75
Seals - Tamper Evident Security Label (25/pkg)	\$16.75
ImageCast X Prime Voter Smart Card - Generic	\$8.10
ImageCast X Prime Poll Worker Smart Card - Generic	\$8.10
ImageCast X Prime Technician Smart Card - Generic	\$8.10