

ASSIGNMENT OF AGREEMENT

THIS ASSIGNMENT OF AGREEMENT (hereinafter "Assignment") is made and entered into this 6th day of March, 2018, by and between COUNTY OF FRESNO a Political Subdivision of the State of California, 2220 Tulare Street, Fresno, CA 93721 (hereinafter "COUNTY"), and INTEGRATED VOTING SOLUTIONS, INC., (hereinafter "ASSIGNOR"), and INTEGRATED VOTING SYSTEMS, INC., a Delaware Corporation, dba INTEGRATED VOTING SOLUTIONS (hereinafter "ASSIGNEE"), 496 S. Uruapan Way Dinuba, CA 93618.

WITNESSETH:

WHEREAS, COUNTY and ASSIGNOR entered into Agreement number 15-584, dated November 17, 2015 ("Agreement"), pursuant to which ASSIGNOR agreed to provide ballot printing, vote by mail processing and vote by mail envelopes as required by California Elections Code; and

WHEREAS, section 7 of the Agreement allows for assignment thereof with the written consent of the parties to the Agreement; and

WHEREAS, on or about November 18, 2015, ASSIGNEE began to perform ASSIGNOR'S responsibilities and duties under the Agreement;

WHEREAS, ASSIGNOR wishes to assign, transfer and delegate all of its rights, benefits, responsibilities and obligations under the Agreement to ASSIGNEE retroactive to November 18, 2015; and,

WHEREAS, ASSIGNEE represents that it is qualified to accept the assignment of rights and delegation of obligations of ASSIGNOR under said Agreement and agrees to each and every term and condition of said Agreement.

NOW, THEREFORE, the Parties hereby agree as follows:

1. This Assignment shall be effective retroactively to the date of November 18, 2015 ("Effective Date").
2. ASSIGNOR hereby transfers and assigns all of its rights and interest in, and delegates all of ASSIGNOR's obligations under said Agreement to ASSIGNEE as of the Effective Date.
3. ASSIGNEE hereby accepts from ASSIGNOR such assignment of the Agreement and ASSIGNEE agrees, as a direct obligation to COUNTY and without qualification or

1 reservation of right, to perform each and every one of ASSIGNOR's obligations and
2 responsibilities under the Agreement as though ASSIGNEE was the signatory party to the
3 Agreement in lieu of ASSIGNOR as of the Effective Date. ASSIGNEE further agrees that
4 it's liability under the Agreement shall include liability accruing as a result of ASSIGNOR's
5 and well as ASSIGNEE's performance or failure to perform its obligations under the
6 Agreement as of the Effective Date.

7 4. Each person executing this Assignment in a representative capacity hereby warrants and
8 represents to the other parties that he or she is authorized to do so and that his or her
9 signature shall be binding on that party.

10 5. All acts performed as of the Effective Date by ASSIGNEE or ASSIGNOR pursuant to the
11 terms of the Agreement are hereby ratified by ASSIGNEE.

12 6. ASSIGNEE agrees to each and every term and condition of the Agreement as amended.

13 7. The persons having authority to give and receive notices under this Agreement and their
14 addresses include the following:

15 COUNTY

16 County Clerk/Registrar of Voters
17 Business Office
18 2221 Kern Street
Fresno, CA 93721

ASSIGNEE

President, Integrated Voting Systems Inc.
496 S. Uruapan Way
Dinuba, CA 93618

19 In WITNESS WHEREOF, the undersigned have executed this Assignment as of the day and year first
20 above written.

21 **ASSIGNOR:**

22 By Eric Kozlowski
23 INTEGRATED VOTING
24 SOLUTIONS, INC.
(Authorized Signer)

25 Print Name: Eric Kozlowski

26 Title: Vice President
27 Chairman of the Board, or
28 President, or any Vice President

COUNTY OF FRESNO

By Sal Quintero
Sal Quintero, Chairman of the
Board of Supervisors
of the County of Fresno

ATTEST:
BERNICE E. SEIDEL
Clerk to the Board of Supervisors
County of Fresno, State of California

By Susan Bishop
Deputy

BERNICE E. SEIDEL, Clerk to the
Board of Supervisors
County of Fresno
State of California

ASSIGNEE:

By Reb 11-12
INTEGRATED VOTING SYSTEMS,
INC., a Delaware Corporation, dba
INTEGRATED VOTING SOLUTIONS
(Authorized Signer)

Print Name: Rebecca Kozlowski

Title: President
Chairman of the Board, or
~~President~~, or any Vice President

Fund/Subclass 0001/10000 ORG: 28500100
Account No: 7295