

**SECOND AMENDMENT
to the Agreement for Professional Services between
Sonoma County, CA
and
Dominion Voting Systems, Inc.**

This Second Amendment is made and entered into as of March 15, 2022 by and between Sonoma County, CA (the “Customer”) and Dominion Voting Systems, Inc. (“Dominion” or “Contractor”). This Second Amendment may refer to Dominion and the Customer together as the “Parties,” or may refer to Dominion or the Customer individually as a “Party.”

R E C I T A L S

WHEREAS the Customer and Dominion entered into an Agreement for Professional Services on August 7, 2018 (the “Original Agreement”);

WHEREAS the Customer and Dominion entered into a First Amendment to the Agreement for Professional Services on August 1, 2020 (the “First Amendment”) (collectively, the Original Agreement and the First Amendment will be referred to herein as the “Agreement”); and

WHEREAS the Customer and Dominion now desire to revise certain terms of the Agreement upon the terms, covenants and conditions set forth herein.

NOW, THEREFORE, in consideration of the mutual covenants and obligations herein contained, and other good and valuable consideration the receipt and adequacy of which are hereby acknowledged, the Customer and Dominion agree as follows:

A G R E E M E N T

1. **Incorporation of Recitals.** The above recitals are true and correct and incorporated herein by this reference as if fully set forth.
2. **Replacement of Exhibit C.** Exhibit C to the Agreement is hereby deleted in its entirety and replaced by Exhibit C-2, attached hereto and incorporated herein by reference. This change does not affect Exhibit C-1, which shall continue in force as part of this Agreement.
3. **All Other Terms.** All other terms and provisions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, County and Contractor have executed this amendment on the day and year set forth below.

COUNTY OF SONOMA

Date: _____

Approved as to Form for County:

County Counsel

Date: _____

DOMINION VOTING SYSTEMS, INC.

Date: _____

John Poulos
President & CEO

EXHIBIT C-2

PRICING SUMMARY AND DELIVERABLES DESCRIPTION

1. Pricing/Payment Summary and Descriptions for Managed Services

- 1.1 **Pricing Summary.** The total annual managed service contract pricing shall equal \$194,874.25/year for a total of eleven (11) years. The total annual rental pricing shall equal \$106,250.00/year for a total of three (3) years.
- 1.2 **Payment Summary.** The following is the invoicing schedule for County's annual payments. County shall pay invoices in a timely manner and no later than thirty (30) calendar days from receipt of a Dominion invoice. All payments shall be made in U.S. Dollars. All invoices (Managed Services and rental) will be issued on January 1st of the corresponding year.

	Year 1	Year 2	Year 3	Year 4
Description	2019	2020	2021	2022
Managed Service	\$194,874.25	\$194,874.25	\$194,874.25	\$194,874.25
Rental - Optional year 4 & 5	\$106,250.00	\$106,250.00	\$106,250.00	
Discount	(\$6,000.00)			
Estimated Taxes	\$22,813.17	\$23,906.26	\$23,906.26	\$14,742.18
Total	\$317,937.42	\$325,030.51	\$325,030.51	\$209,616.43

	Year 5	Year 6	Year 7	Year 8
Description	2023	2024	2025	2026
Managed Service	\$194,874.25	\$194,874.25	\$194,874.25	\$194,874.25
Rental – Optional year 4 & 5				
Estimated Taxes	\$14,742.18	\$14,742.18	\$14,742.18	\$14,742.18
Total	\$209,616.43	\$209,616.43	\$209,616.43	\$209,616.43

	Year 9	Year 10	Year 11
Description	2027	2028	2029
Managed Service	\$194,874.25	\$194,874.25	\$194,874.25
Rental – Optional year 4 & 5			
Estimated Taxes	\$14,742.18	\$14,742.18	\$14,742.18
Total	\$209,616.43	\$209,616.43	\$209,616.43

Sub-Total Managed Service	\$2,143,616.75
Sub-Total Rental	\$318,750.00
Sub-Total Discount	(\$6,000.00)
Sub-Total Estimated Taxes	\$188,563.13
Total	\$2,644,929.88

2. System Description – Quantity of equipment, technical facilities, software, and other related services for voting, vote counting, and result processing. All pricing in U.S. Dollars.

DESCRIPTION	QTY
Central Scanning Solution: Absentee / Vote By Mail Hardware	
ImageCast Central Kit: Canon DR-G1130 high speed document scanner includes: ImageCast Central Software, Dell OptiPlex 7440 All-in-One, iButton programmer and key, cables	6
In-Person Voting Solution: Polling Location Hardware	
ImageCast X BMD (21 inch) Kit includes: ICX Firmware, Tablet, 5 voter activation cards, printer, cables, power cord	110
Smart-UPS C 1500VA LCD 120V 1000W	10
ICX VA (Voter Activation Station) Kit includes: Dell Laptop, ICX Activation software, Smart Card Reader/Writer	100
ICX Transport Bag Set	100
ImageCast X Voting Booth	100
ICX Poll worker Smartcard	100
ICX Technician Smartcard	20
ATI Accessible Voting Kit for ICX USB	100
8GB USB Flash Drive	25
UPS SMT 1500 980 watts, input 120 output 120volts, interface DD-9RS-232	100
Mobile Ballot Printing Kit Oki Data C712 includes: , MBP printer, dell laptop, cables	2
Mobile Ballot Printing Kit Oki Data C931E includes: MBP printer, dell laptop, cables	0
Democracy Suite Election Management System Hardware	
Democracy Suite EMS Standard Server Configuration Kit - Up to 22 clients	3
EMS Client Workstation Configuration Kit	3
Adjudication Workstation Kit	4
EMS Report Printer	2
Reformatting Station Kit	1
Democracy Suite Software	
Democracy Suite (EMS) Light Level 5 (125K - 250K)	1
ICC Adjudication Application - Level 5 (125K - 250K)	1
Mobile Ballot Printing Level 5 (125K - 250K)	1
ImageCast Remote UOCAVA / RAVBM Level 5 (125K - 250K)	1
Accessories	
ImageCast X Voting Booth – Standard	10
ATI Kit – ICX – USB	10
ImageCast X Classic BMD Transport Bag Kit (15"/21" Tablet + Printer)	10
Support Services	Days
Implementation	
Project Management	30
Training	

System Acceptance Testing Training	3
Democracy Suite Result, Tally and Reporting	5
ICX Operator Training	1
ICC Operator Training	1
ICC Adjudication Training	1
Train The Trainer: Poll worker	2
Licenses	
Democracy Suite (EMS) System Software - Light	1
ICC Adjudication Application	1
Mobile Ballot Printing	1
ImageCast Remote UOCAVA / RAVBM	1
ICC Firmware License - G1130	6
ICX - BMD (21 inch) Firmware License	110
Warranty and Maintenance	
ImageCast Central Kit: Canon DR-G1130	6
ICX - BMD (21 inch)	110
Rental of In-Person Voting Solution: Polling Location Hardware (2019-2021 only)	
ImageCast X BMD (21 inch) Kit includes: ICX Firmware, Tablet, 5 voter activation cards, printer, cables, power cord	125
ICX VA (Voter Activation Station) Kit includes: Dell Laptop, ICX Activation software, Smart Card Reader/Writer	125
ICX Transport Bag Set	125
ImageCast X Voting Booth	125
ICX Poll worker Smartcard	350
ATI Accessible Voting Kit for ICX USB	125
UPS SMT 1500 980 watts, input 120 output 120volts, interface DD-9RS-232	125

3. Detailed Deliverables Description

- 3.1 **ImageCast® Central Scanner (ICC).** Contractor shall provide the ImageCast® Central Scanner for use by County. The ImageCast® Central Scanner is commercial off-the-shelf digital scanners configured to work with the ImageCast® Central Software for high speed ballot tabulation. Each ImageCast® Central Scanner includes the following components:
- 3.1.1 Canon DR-G1130 high speed document scanner.
 - 3.1.2 ImageCast® Central Software including third party Twain software.
 - 3.1.3 OptiPlex 7440 All-in-One Series with pre-loaded software.
 - 3.1.4 iButton Security Key.
 - 3.1.5 iButton Programmer and iButton Key Switch & Cat5 RJ 45 Cables used with Democracy Suite to transfer security and election information to the iButtons for use with the ICC.
- 3.2 **ImageCast® Software.** The Parties will enter into software licenses for the ImageCast software, substantially in the form of Exhibit B to this Agreement. The Dominion software

includes, without limitation:

3.2.1 **AuditMark®**. For each ballot that is scanned and accepted into the unit, a corresponding ballot image is created and stored for audit purposes. The image consists of two parts described below.

- The top portion of the image contains a scanned image of the ballot.
- The bottom portion consists of a machine-generated type-out showing each mark that the unit interpreted for that particular ballot. This is referred to as an AuditMark®.

3.1 **ImageCast® X (“ICX”).**

3.1.1 **Application:** ImageCast X BMD is a touchscreen in-person voting device and ballot marking device. Voting sessions are initiated on the tablet by either a smart card or the entry of a numeric code based on activation. The ballot is loaded directly onto the standalone device. All voting activity is performed at the tablet, including accessible voting. Accessible voting interfaces connect to the tablet via an Audio Tactile Interface or ATI. For all modes of voting, after the voter reviews the ballot selections, a paper ballot is created for the voter from a printer in the voting booth. The printed ballot contains a written summary of the voter’s choices, as well as a 2D barcode which is read by Dominion’s ImageCast Precinct or Central tabulator. No votes are stored on the ImageCast X-BMD unit. All votes can be tabulated and stored both the ImageCast Central and Precinct Tabulators

3.1.2 **Components:** ImageCast X BMD is composed of a 21” Avalue touchscreen, Android OS 4.4.4, DC 19V input, HP LaserJet Pro M402dne laser printer, 6' cable, 5 smart cards, and 8GB flash drive.

3.2 **Democracy Suite Light Software** consists of the following components

3.2.1 **Election File and iButton Creation** County is authorized to create Election Files and iButtons from EED to load on the ICX, ICVA and ICC units.

3.2.2 **Results, Tally and Reporting (RTR)** Client Application is the application used for the tally, reporting and publishing of election results.

3.3 **ImageCast® Adjudication Application** is a client and server application used to review and adjudicate ImageCast® Central Scanner ballot images. The application uses tabulator results files and scanned images to allow election administrators to make adjudications to ballots with auditing and reporting capabilities. The Adjudication Application examines such voter exceptions as overvotes, undervotes, blank contests, blank ballots, write-in selections, and marginal marks. The application works in two basic modes: election project setup and adjudication. The Adjudication Application can be used in a multi-client environment.

3.4 **Mobile Ballot Printing** is an application used to search, preview and print ballots via a local printer device. The application makes use of ballot information and PDFs produced by the Election Event Designer application and information provided through the customer voter registration system.

3.5 **ImageCast Remote Voting UOCAVA/RAVBM System** offers a secure and efficient means for overseas and military voters, as well as voters with disabilities to receive, mark, print and return their ballot to their local elections office. The ImageCast Remote UOCAVA/RAVBM system ensures the security and transparency of the balloting process

while preserving the privacy of UOCAVA voters and voters with disabilities. The ImageCast Remote UOCAVA/RAVBM system utilizes the same database or election project used for all other ballots. Ballots returned by ImageCast Remote UOCAVA/RAVBM voters can be processed on ImageCast Central, eliminating the need to duplicate ballots or process ballots on a separate system.

3.6 ***Implementation Services and Training.*** Contractor will provide the following training as described herein.

3.6.1 Project Management Support. Contractor will provide project management support to oversee the general operations of the project through the Agreement Term. The project manager shall be responsible for arranging all meetings, visits and consultations between the parties and for all administrative matters such as invoices, payments and amendments. The Parties shall develop and finalize a project implementation plan including a training and delivery schedule. The Parties agree that during the course of the implementation, changes to the project schedule may be required. Any changes to the project schedule must be mutually agreed to by both Parties and such agreement shall not be unreasonably withheld.

3.6.2 ImageCast® X – This training introduces the ImageCast® X system with an emphasis on the operation of the hardware. Students can expect to learn general operations, logic and accuracy testing, Election Day setup and operation, and troubleshooting.

3.6.3 ImageCast® ICC – This training introduces the ImageCast® ICC with an emphasis on the operation of the hardware. Students can expect to learn general operations, logic and accuracy testing, ballot scanning operation, and troubleshooting.

3.6.4 EMS Server Installation, Configuration & Testing. Dominion will provide a minimum total of one (1) day of direct onsite support for EMS Server installation, configuration & testing.

3.6.5 Democracy Suite® EMS System– This training covers the restoring election project backups, creating ICX, ICC and ICXVA files, tally and reporting.

3.6.6 System Acceptance Testing Support. Dominion will provide direct onsite training and support during the System Acceptance Testing period.

3.6.7 Pollworker Train the Trainer – This provides training to the Customer staff on operations of a polling location including the ImageCast® X, ICX Card activation, testing and troubleshooting.

3.6.8 On-Site Election Day Support. Dominion will provide three (3) days (inclusive of travel) of direct onsite election support for 2 Elections.

3.7 ***Election Ballot Definition Setup.*** Contractor shall provide election setup services and support for the election database creation and ballot review for 10 Elections during the term. County will identify which 10 elections. Any additional elections will be charged at the then current rate, with a minimum ballot setup fee of \$3,500 per election. Ballot definition services will be provided in English and Spanish only. Additional languages will be charged at the then current rate. Ballot setup includes the following: Democracy Suite Election project creation, delivery of .pdf artwork for ballot types, creation of audio setup for audio voting using a synthesizer and the creation of test deck files in .pdf format. Any outside recording charges would be at the County's expense.

- 3.8 ***Election Ballot Definition Setup – Special Election Pricing.*** In the case of a Special Election, the following pricing will apply, with a minimum price of \$3,500 per Special Election and a maximum price of \$40,000 per Special Election. Contractor shall provide the County with a quote for review and approval prior to providing election ballot definition setup services in a Special Election. A Special Election is any election other than the following: 2020 Primary Election; 2020 General Election; 2022 Primary Election; 2022 General Election; 2024 Primary Election; 2024 General Election; 2026 Primary Election; 2026 General Election; 2028 Primary Election; 2028 General Election.
- 3.8.1 ***Base Price.*** The Base Price will be \$235 per precinct. The base price includes ballot definition setup services in English only.
- 3.8.2 ***Additional Languages.*** For each additional language, Contractor will charge an additional amount equal to 25% of the Base Price.
- 3.9 ***Travel and Expenses included.*** All costs of Contractor's transportation, lodging and meal expenses are included during the Agreement Term.
- 3.10 ***Ongoing telephone support.*** Telephone support shall be available for County during the Term of the Agreement at no additional costs.

Other Services, Consumables or Equipment. Any other services, consumables or equipment not specifically identified in this Agreement are available for purchase by the County at the then current Contractor.