

**MASTER SUBSCRIPTION AND SERVICES AGREEMENT C#7191  
AMENDMENT I**

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**This First Amendment** to that Binti Master Subscription and Services Agreement #7191, is made and entered into by and between Binti, Inc. (hereinafter referred to as “Binti”) and County of El Dorado, a political subdivision of the State of California (hereinafter referred to as “Customer”).

**WHEREAS**, Customer and Binti are parties to: (i) that certain Binti Master Subscription and Services Agreement 7191 fully executed April 20th, 2023 (“Agreement”);

**WHEREAS**, the parties wish to modify the terms and conditions of the Agreement in accordance with the terms and conditions hereinafter set forth.

**NOW THEREFORE**, in consideration of the mutual promises contained herein, and intending to be legally bound, the parties agree as follows:

1. **Definitions.** All capitalized terms used but not defined in this First Amendment shall have the meanings given to them in the Agreement.
2. **Amendment.**
  - a. Section 6(a) is amended to read:
    - (a) **Term.** This Agreement will commence on the Effective Date and continue until there are no active Order Form(s) in place between the Parties, unless earlier terminated in accordance with the terms of this Agreement. This Agreement shall be retroactive to cover services rendered from February 12, 2023 to April 20, 2023.
3. **Miscellaneous.** This First Amendment may for convenience, be signed in any number of counterparts, PDFs or facsimile copies with the same effect as if the signature to each such counterpart, PDF or facsimile copy were upon a single instrument. Signatures transmitted electronically by the parties (i.e., via e-mailed PDF) shall be effective to bind the parties. If any provision of this First Amendment is ever held to be illegal, invalid, void or unenforceable, then such term shall be deemed removed from this First Amendment, and the remaining provisions of this First Amendment shall remain in full force and effect. In the event of any conflict between any provision of the Agreement and this First Amendment, this First Amendment shall control. The parties acknowledge and agree that the Agreement, as amended by this First Amendment, constitutes the entire agreement between the parties and there are no other oral or written agreements between the parties with respect thereto. The Agreement, as amended by this First Amendment, may not be modified except by a writing signed by each of the parties hereto. Except as modified by this First Amendment, the Agreement shall remain in full force and effect.

4. **Electronic Signature.** Each party agrees that the electronic signatures, whether digital or encrypted, of the parties included in this Agreement, are intended to authenticate this writing and to have the same force and effect as manual signatures. Electronic Signature means any electronic visual symbol or signature attached to or logically associated with a record and executed and adopted by a party with the intent to sign such record, including facsimile or email electronic signatures, pursuant to the California Uniform Electronic Transactions Act (Cal. Civ. Code §§ 1633.1 to 1633.17) as amended from time to time.

IN WITNESS WHEREOF, the parties have caused this First Amendment to Agreement C#7191 to be executed upon signature by their duly authorized representatives.

**Binti, Inc.**

By: Jamie Gray

Print Name: Jamie Gray

Title: Assistant Secretary

Date: 07/19/2023

-- COUNTY OF EL DORADO --

Dated: 8/15/23

By: Wendy Thomas  
Wendy Thomas Chair  
Board of Supervisors  
"County"

ATTEST:  
Kim Dawson  
Clerk of the Board of Supervisors

By: Ihyna Schaffley  
Deputy Clerk

Dated: 8/15/23